

Venturelli Larry M
Form 4
February 23, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Venturelli Larry M

2. Issuer Name and Ticker or Trading Symbol
WHIRLPOOL CORP /DE/ [WHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 M-63N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VICE PRESIDENT AND CONTROLLER

BENTON HARBOR, MI 49022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/18/2011		A ⁽¹⁾	74 A 11	3,561	D	
Common Stock	02/18/2011		F	25 D \$ 83.44	3,536	D	
Common Stock					34.2921 ⁽²⁾	D	
Common Stock					52.722	I	401(k) Stock Fund

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code	V	(A)		(D)	Date Exercisable
Restricted Stock Units	(1)	02/18/2011		M		296	(1)	(1)	Common	296
Deferred Restricted Stock Units	(3)	02/18/2011		A		222	(3)	(3)	Common	222
Deferred Restricted Stock Units	\$ 83.44	02/18/2011		F		12.5431	(3)	(3)	Common	12.5431

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Venturelli Larry M 2000 M-63N BENTON HARBOR, MI 49022			VICE PRESIDENT AND CONTROLLER	

Signatures

/s/ Daniel F. Hopp,
Attorney-in-Fact

02/23/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of restricted stock unit award for the 2008 performance period made under the Whirlpool Corporation Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3.

Edgar Filing: Venturelli Larry M - Form 4

- Includes 1.4247 shares previously reported with other directly held shares. As of 12/15/2010, the latest date for which information is
- (2) reasonably available, there are 34.2921 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.
 - (3) Partial deferral to the Executive Deferred Savings Plan II of a restricted stock unit award for the 2008 performance period. Each Deferred Restricted Stock Unit represents the right to receive one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.