TEMPLIN ROY W

Form 4

February 23, 2011

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and AcTEMPLIN R	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol WHIRLPOOL CORP /DE/ [WHR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
WHIRLPOOL CORPORATION, 2000 M-63N		M-63N	(Month/Day/Year) 02/18/2011	Director 10% Owner _X Officer (give title Other (specify below)  Vice President and CFO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
BENTON HARBOR, MI 49022				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acq	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/16/2011		G	565	D	\$ 0	28,909	I	By trust for spouse
Common Stock	02/16/2011		G	565	A	\$ 0	3,735	I	By trusts for immediate family members
Common Stock	02/18/2011		A <u>(1)</u>	1,102	A	<u>(1)</u>	1,102	D	
Common Stock	02/18/2011		F	339	D	\$ 83.44	763	D	

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Common Stock	95	I	By trust for reporting person
Common Stock	0.8183 (3)	D	
Common Stock	273.204	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)	Securi Acqui Dispos	5. Number of definition of the first state of the f		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock units	(1)	02/18/2011		M		1,224	<u>(1)</u>	<u>(1)</u>	Common	1,224
Deferred Restricted Stock Units	(2)	02/18/2011		A	122		(2)	(2)	Common	122
Deferred Restricted Stock Units	\$ 83.44	02/18/2011		F		1.7689	(2)	(2)	Common	1.7689

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>Fg</b>	Director	10% Owner	Officer	Other				
TEMPLIN ROY W			Vice President and CFO					
WHIRLPOOL CORPORATION								
2000 M-63N								

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BENTON HARBOR, MI 49022

## **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.
- (2) 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.
- (3) As of 12/15/2010, the latest date for which information is reasonably available, there are .8183 shares held in the account of the undersigned pursuant to the broker-administered dividend reinvestment plan.

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.

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