

WHIRLPOOL CORP /DE/
Form 10-Q
April 26, 2012

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number 1-3932

WHIRLPOOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

38-1490038

(State of Incorporation)

(I.R.S. Employer Identification No.)

2000 North M-63,

49022-2692

Benton Harbor, Michigan

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code (269) 923-5000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12-b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class of common stock

Shares outstanding at April 19, 2012

Common stock, par value \$1 per share

77,257,324

QUARTERLY REPORT ON FORM 10-Q
WHIRLPOOL CORPORATION
Three Months Ended March 31, 2012
INDEX OF INFORMATION INCLUDED IN REPORT

	Page	
<u>PART I - FINANCIAL INFORMATION</u>		
Item 1.	<u>Financial Statements</u>	
	<u>Consolidated Statements of Comprehensive Income</u>	<u>3</u>
	<u>Consolidated Balance Sheets</u>	<u>4</u>
	<u>Consolidated Statements of Cash Flows</u>	<u>5</u>
	<u>Notes to the Consolidated Financial Statements</u>	<u>6</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>14</u>
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>21</u>
Item 4.	<u>Controls and Procedures</u>	<u>21</u>
<u>PART II - OTHER INFORMATION</u>		
Item 1.	<u>Legal Proceedings</u>	<u>22</u>
Item 1A.	<u>Risk Factors</u>	<u>22</u>
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>22</u>
Item 3.	<u>Defaults Upon Senior Securities</u>	<u>22</u>
Item 4.	<u>Mine Safety Disclosures</u>	<u>22</u>
Item 5.	<u>Other Information</u>	<u>22</u>
Item 6.	<u>Exhibits</u>	<u>22</u>
	<u>Signatures</u>	<u>23</u>

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. Certain statements contained in this quarterly report, including those within the forward-looking perspective section within this Management's Discussion and Analysis, and other written and oral statements made from time to time by us or on our behalf do not relate strictly to historical or current facts and may contain forward-looking statements that reflect our current views with respect to future events and financial performance. As such, they are considered "forward-looking statements" which provide current expectations or forecasts of future events. Such statements can be identified by the use of terminology such as "may," "could," "will," "should," "possible," "plan," "predict," "forecast," "potential," "anticipate," "estimate," "expect," "project," "intend," "believe," "may impact," "on track," and similar expressions. Our forward-looking statements generally relate to our growth strategies, financial results, product development, and sales efforts. These forward-looking statements should be considered with the understanding that such statements involve a variety of risks and uncertainties, known and unknown, and may be affected by inaccurate assumptions. Consequently, no forward-looking statement can be guaranteed and actual results may vary materially. This document contains forward-looking statements about Whirlpool Corporation and its consolidated subsidiaries ("Whirlpool") that speak only as of this date. Whirlpool disclaims any obligation to update these statements. Forward-looking statements in this document may include, but are not limited to, statements regarding expected earnings per share, cash flow, productivity and material and oil-related prices. Many risks, contingencies and uncertainties could cause actual results to differ materially from Whirlpool's forward-looking statements. Among these factors are: (1) intense competition in the home appliance industry reflecting the impact of both new and established global competitors, including Asian and European manufacturers; (2) Whirlpool's ability to continue its relationship with significant trade customers and the ability of these trade customers to maintain or increase market share; (3) changes in economic conditions which affect demand for our products, including the strength of the building industry and the level of interest rates; (4) inventory and other asset risk; (5) global, political and/or economic uncertainty and disruptions, especially in Whirlpool's significant geographic regions, including uncertainty and disruptions arising from natural disasters or terrorist attacks; (6) impact of the European debt crisis; (7) the ability of Whirlpool to achieve its business plans, productivity improvements, cost control, price increases, leveraging of its global operating platform, and acceleration of the rate of innovation; (8) fluctuations in the cost of key materials (including steel, oil, plastic, resins, copper and aluminum) and components and the ability of Whirlpool to offset cost increases; (9) litigation and legal compliance risk and costs, especially costs which may be materially different from the amount we expect to incur or have accrued for; (10) product liability and product recall costs; (11) the effects and costs of governmental investigations or related actions by third parties; (12) Whirlpool's ability to obtain and protect intellectual property rights; (13) the ability of suppliers of critical parts, components and manufacturing equipment to deliver sufficient quantities to Whirlpool in a timely and cost-effective manner; (14) health care cost trends, regulatory changes and variations between results and estimates that could increase future funding obligations for pension and post retirement benefit plans; (15) information technology system failures and data security breaches; (16) the impact of labor relations; (17) our ability to attract, develop and retain executives and other qualified employees; (18) changes in the legal and regulatory environment including environmental and health and safety regulations; and (19) the ability of Whirlpool to manage foreign currency fluctuations.

We undertake no obligation to update any forward-looking statement, and investors are advised to review disclosures in our filings with the Securities and Exchange Commission. It is not possible to foresee or identify all factors that could cause actual results to differ from expected or historic results. Therefore, investors should not consider the foregoing factors to be an exhaustive statement of all risks, uncertainties, or factors that could potentially cause actual results to differ from forward-looking statements. Additional information concerning these and other factors can be found in "Risk Factors" in Item 1A of this report

Unless otherwise indicated, the terms "Whirlpool," "we," "us," and "our" refer to Whirlpool Corporation and its consolidated subsidiaries.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

WHIRLPOOL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

FOR THE PERIOD ENDED MARCH 31

(Millions of dollars, except per share data)

	2012	2011
Net sales	\$4,349	\$4,401
Expenses		
Cost of products sold	3,698	3,778
Gross margin	651	623
Selling, general and administrative	405	380
Intangible amortization	7	7
Restructuring costs	34	8
Operating profit	205	228
Other income (expense)		
Interest and sundry income (expense)	(18) (20
Interest expense	(54) (54
Earnings before income taxes	133	154
Income tax expense (benefit)	36	(24
Net earnings	97	178
Less: Net earnings available to noncontrolling interests	5	9
Net earnings available to Whirlpool	\$92	\$169
Per share of common stock		
Basic net earnings available to Whirlpool	\$1.19	\$2.21
Diluted net earnings available to Whirlpool	\$1.17	\$2.17
Dividends	\$0.50	\$0.43
Weighted-average shares outstanding (in millions)		
Basic	77.3	76.7
Diluted	78.5	77.9
Comprehensive income	\$194	\$270

The accompanying notes are an integral part of these Consolidated Financial Statements

WHIRLPOOL CORPORATION
CONSOLIDATED BALANCE SHEETS

(Millions of dollars, except share data)

	(Unaudited)	
	March 31, 2012	December 31, 2011
Assets		
Current assets		
Cash and equivalents	\$583	\$ 1,109
Accounts receivable, net of allowance of \$63 and \$61, respectively	2,143	2,105
Inventories	2,608	2,354
Deferred income taxes	283	248
Prepaid and other current assets	660	606
Total current assets	6,277	6,422
Property, net of accumulated depreciation of \$6,274 and \$6,146, respectively	3,097	3,102
Goodwill	1,728	1,727
Other intangibles, net of accumulated amortization of \$187 and \$177, respectively	1,751	1,757
Deferred income taxes	1,877	1,893
Other noncurrent assets	285	280
Total assets	\$15,015	\$ 15,181
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$3,581	\$ 3,512
Accrued expenses	713	951
Accrued advertising and promotions	322	429
Employee compensation	414	365
Notes payable	—	1
Current maturities of long-term debt	861	361
Other current liabilities	618	678
Total current liabilities	6,509	6,297
Noncurrent liabilities		
Long-term debt	1,628	2,129
Pension benefits	1,434	1,487
Postretirement benefits	425	430
Other noncurrent liabilities	561	558
Total noncurrent liabilities	4,048	4,604
Stockholders' equity		
Common stock, \$1 par value, 250 million shares authorized, 107 million and 106 million shares issued and 77 million and 76 million shares outstanding, respectively	107	106
Additional paid-in capital	2,216	2,201
Retained earnings	4,975	4,922
Accumulated other comprehensive loss	(1,131) (1,226