

Bitzer Marc R
Form 4
April 30, 2010

FORM 4

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

OMB APPROVAL

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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 *
Bitzer Marc R

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

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

PRESIDENT WHIRLPOOL NA

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/03/2010 | | G | | 2,216 | D | \$ 0 |
| Common Stock | 03/03/2010 | | G | | 2,216 | A | \$ 0 |
| Common Stock | 03/12/2010 | | G | | 691 | D | \$ 0 |
| Common Stock | 03/12/2010 | | G | | 691 | A | \$ 0 |

By trust for reporting person

By trust for reporting person

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| | | | | | | | | person | |
|--------------|------------|--|---|--------|---|----------------------------|-----------------------|--------|--|
| Common Stock | 03/12/2010 | | G | 55 | D | \$ 0 | 0.0262 ⁽²⁾ | D | |
| Common Stock | 03/12/2010 | | G | 55 | A | \$ 0 | 2,962 ⁽¹⁾ | I | By trust for reporting person |
| Common Stock | 04/12/2010 | | G | 540 | D | \$ 0 | 2,422 ⁽¹⁾ | I | By trust for reporting person |
| Common Stock | 04/12/2010 | | G | 540 | A | \$ 0 | 540 | I | By trusts for immediate family members |
| Common Stock | 04/28/2010 | | M | 12,970 | A | \$ 31.82 | 42,227 | D | |
| Common Stock | 04/28/2010 | | S | 12,970 | D | \$ 106.8606 ⁽³⁾ | 29,257 | D | |
| Common Stock | | | | | | | 2.5074 ⁽²⁾ | D | |
| Common Stock | | | | | | | 210.596 | 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 | Expiration Date | Title | Amount or Number of Shares |

Employee
 Stock
 Option (Right to Buy)

\$ 31.82 04/28/2010

M

12,970 02/16/2010 02/16/2019 Common 12,970

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bitzer Marc R 2000 M-63N BENTON HARBOR, MI 49022 | | | PRESIDENT WHIRLPOOL NA | |

Signatures

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

04/30/2010

__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) These shares were previously reported as being directly beneficially owned but were contributed to a trust for the benefit of the reporting person.
 - (2) Shares held in broker-administered dividend reinvestment account. As of 03/15/2010, the latest date for which information is reasonably available, there are 2.5074 shares held in the account.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.69 to \$106.95, inclusive. The reporting person undertakes to provide to Whirlpool Corporation, any security holder of Whirlpool Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (3)

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.