

WHIRLPOOL CORP /DE/
Form DEFA14A
March 10, 2009

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14 (a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY
(AS PERMITTED BY RULE 14A-6 (E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

WHIRLPOOL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box) :

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6 (i) (4) and 0-11.

- (1) Title of each class of securities to which transactions applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transactions computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Notes:

Reg. (S) 240.14a-101

SEC 1913 (3 99)

WHIRLPOOL CORPORATION
**** IMPORTANT NOTICE ****

Proxy Materials Available

**Regarding the Availability of Proxy Materials
For the Stockholder Meeting to be held on 4/21/09**

Notice and Proxy Statement (with Financial Supplement)

Annual Report

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

PROXY MATERIALS - VIEW OR RECEIVE

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 4/7/09.

HOW TO VIEW MATERIALS VIA THE INTERNET

Have the 12 Digit Control Number available and visit:

www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIALS

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

R1WPL1

Meeting Information

Meeting Type: Annual

Meeting Date: 4/21/09

Meeting Time: 8:00 a.m. CDT

For holders as of: 2/23/09

Meeting Location:

120 E. Delaware Place, 8th Floor

Chicago, IL 60611

Meeting Directions:

To obtain directions to attend the annual meeting and vote in person, please contact Investor Relations at (269) 923-2641 or via email at investor_relations@whirlpool.com.

How To Vote

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

R1WPL2

Voting items

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEMS 1, 2, 3, 4, 5 AND 6.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE AGAINST ITEMS 7 AND 8.

1. Election of Directors
2. Ratification of the appointment of Ernst & Young LLP as Whirlpool's independent registered public accounting firm for 2009.

Nominees:

- 1a. Gary T. DiCamillo
- 1b. Kathleen J. Hempel
- 1c. Michael A. Todman
3. Approval of the Whirlpool Corporation Performance Excellence Plan.
4. Management's proposal to amend Whirlpool's Restated Certificate of Incorporation to declassify Whirlpool's Board of Directors.
5. Management's proposal to amend Article SIXTH of Whirlpool's Restated Certificate of Incorporation to eliminate supermajority vote provisions.
6. Management's proposal to amend Articles EIGHTH and TENTH of Whirlpool's Restated Certificate of Incorporation to eliminate supermajority vote provisions.
7. Stockholder proposal to elect each director annually.
8. Stockholder proposal to eliminate supermajority stockholder vote provisions.

R1WPL3