

WHIRLPOOL CORP /DE/  
Form 8-K  
April 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) April 20, 2010**

**WHIRLPOOL CORPORATION**

(Exact name of registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-3932**  
(Commission  
File Number)

**38-1490038**  
(IRS Employer  
Identification No.)

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**2000 M-63 North, Benton Harbor, Michigan**  
(Address of Principal Executive Offices)

**(269) 923-5000**

**49022-2692**  
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2010 Whirlpool Corporation annual meeting of stockholders held on April 20, 2010 (the 2010 Annual Meeting), the stockholders approved the Whirlpool Corporation 2010 Omnibus Stock and Incentive Plan (the Omnibus Stock and Incentive Plan). The terms and conditions of the Omnibus Stock and Incentive Plan and awards contemplated there under are described in Whirlpool's Proxy Statement dated March 1, 2010, which description is incorporated by reference herein. This summary is qualified in its entirety by reference to the Omnibus Stock and Incentive Plan, filed as Exhibit 10.1 attached hereto and incorporated by reference herein. The Nonemployee Director Stock Option Form of Agreement to be used under the Omnibus Stock and Incentive Plan is filed as Exhibit 10.2 attached hereto and incorporated by reference herein.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

At the 2010 Annual Meeting, the following items were voted on by stockholders:

- a. Messrs. Michael F. Johnston, William T. Kerr, William D. Perez, Michael D. White, and Ms. Janice D. Stoney were each elected by the stockholders to a term to expire in 2011.

Nominees	Broker			
	For	Against	Abstain	Non-Votes
Michael F. Johnston	60,967,958	570,401	83,025	4,357,749
William T. Kerr	60,503,621	1,031,321	86,442	4,357,749
William D. Perez	61,094,695	446,711	79,978	4,357,749
Janice D. Stoney	60,399,233	1,132,733	89,418	4,357,749
Michael D. White	61,101,447	437,565	82,372	4,357,749

- b. Management's proposal to ratify the appointment of Ernst & Young LLP as Whirlpool's independent registered public accounting firm for 2010 was approved.

For	Against	Abstain
64,761,464	1,157,847	59,822

- c. Management's proposal to approve the Whirlpool Corporation 2010 Omnibus Stock and Incentive Plan was approved.

For	Against	Abstain	Broker
			Non-Votes
48,551,057	12,930,264	140,063	4,357,749

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 10.1 Whirlpool Corporation 2010 Omnibus Stock and Incentive Plan  
 10.2 Nonemployee Director Stock Option Form of Agreement

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WHIRLPOOL CORPORATION

Date: April 26, 2010

By: */s/* ROBERT J. LAFOREST  
Name: **Robert J. LaForest**  
Title: **Corporate Secretary and Group Counsel**