

WHIRLPOOL CORP /DE/  
Form S-8 POS  
January 09, 2009

As filed with the Securities and Exchange Commission on January 9, 2009

No. 333- 02825

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**UNDER**

**THE SECURITIES ACT OF 1933**

## WHIRLPOOL CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**38 1490038**  
(I.R.S. Employer  
Identification No.)

**Whirlpool Corporation**

**2000 North M 63, Benton Harbor, Michigan**

**49022 2962**

(Address of Principal Executive Offices) (Zip Code)

**Whirlpool Corporation**  
**1989 Omnibus Stock and Incentive Plan**  
**(Full title of the Plan)**

**Robert J. LaForest, Esq.**  
**Associate General Counsel and Assistant Secretary**

**Whirlpool Corporation, Law Department**

**Mail Drop 2200, 2000 North M 63**

**Benton Harbor, Michigan 49022 2962**

**(Name and address of agent for service)**

**(269) 923 5020**

**(Telephone number, including area code, of agent for service)**

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Robert M. Hayward**  
**Kirkland & Ellis LLP**  
**200 East Randolph Drive**  
**Chicago, Illinois 60601**

**Termination of Registration**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Registration No. 333-02825) (the "Registration Statement") filed by Whirlpool Corporation ("Whirlpool") with the Securities and Exchange Commission on April 25, 1996, in order to effect the registration of 400,000 shares of Whirlpool's common stock, par value \$1.00 per share (the "Common Stock"), which were to be issued under Whirlpool's 1989 Omnibus Stock and Incentive Plan (the "Plan").

The Plan has been terminated and, therefore, Whirlpool has terminated all offerings of its Common Stock pursuant to the Registration Statement. In accordance with the undertaking made by Whirlpool in the Registration Statement, Whirlpool hereby removes from registration all of its shares of Common Stock registered pursuant to the Registration Statement that remain unsold at the termination of the offering pursuant to the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Benton Harbor, State of Michigan on January 9, 2009.

**Whirlpool Corporation**

By: /s/ DANIEL F. HOPP  
Name: Daniel F. Hopp  
Title: Senior Vice President, Corporate Affairs,  
General Counsel, and Secretary

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Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on January 9, 2009.

<b>Signature</b>	<b>Title</b>
/s/ JEFF M. FETTIG*	Director
Jeff M. Fettig	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ MICHAEL A. TODMAN*	Director and President, Whirlpool North America
Michael A. Todman	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ ROY W. TEMPLIN*	Vice President and Controller (Principal Accounting Officer)
Roy W. Templin	Director
/s/ ANTHONY B. PETITT*	Director
Anthony B. Petitt	Director
/s/ HERMAN CAIN*	Director
Herman Cain	Director
/s/ GARY T. DICAMILLO*	Director
Gary T. DiCamillo	Director
/s/ KATHLEEN J. HEMPEL*	Director
Kathleen J. Hempel	

<b>Signature</b>	<b>Title</b>
/s/ MICHAEL F. JOHNSTON*	Director
Michael F. Johnston	
/s/ WILLIAM T. KERR*	Director
William T. Kerr	
/s/ ARNOLD G. LANGBO*	Director
Arnold G. Langbo	
/s/ MILES L. MARSH*	Director
Miles L. Marsh	
/s/ PAUL G. STERN*	Director
Paul G. Stern	
/s/ JANICE D. STONEY*	Director
Janice D. Stoney	
/s/ MICHAEL D. WHITE*	Director
Michael D. White	

\*By: /s/ DANIEL F. HOPP

As Attorney-in-Fact

ATTORNEY-IN-FACT

Daniel F. Hopp