

WHIRLPOOL CORP /DE/
Form 4
March 17, 2005

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 *
SWIFT DAVID L

(Last) (First) (Middle)
WHIRLPOOL CORPORATION, 2000 M-63N
(Street)

BENTON HARBOR MI 49022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WHIRLPOOL CORP /DE/ [WHR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	5,181	D ⁽¹⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	(2)							(2)	(2)	Common	3,733
Deferred Phantom ESAP Stock in WEDSP II	(3)							(3)	(3)	Common	(3)
Phantom Restricted Shares (Special Retention Program)	(4)	03/15/2005		A	(4)	81.17		(4)	(4)	Common	(4)
Phantom Restricted Shares (Special Retention Program)	(5)							(5)	(5)	Common	12,500
Phantom Restricted Shares (Special Retention Program)	(6)							(6)	(6)	Common	30,000
Employee Stock Option (Right to Buy)	(7)							(7)	(7)	Common	25,000
Phantom Restricted (Career)	(8)	03/15/2005		A	(8)	177.25		(8)	(8)	Common	(8)

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- (7) 25,000 option shares with cashless exercise and tax withholding rights awarded on 11/26/01 at the option price of \$66.62 per share. All shares are currently exercisable, and will expire 10 years from date of grant.
- Grant of 177.25 phantom shares of common stock ("dividend equivalents") based on original grant of 25,000 phantom stock shares (Career Stock Award) awarded under the 1996 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c).
- (8) Phantom shares will become vested as follows: 10,000 shares on 11/26/06; 10,000 shares on 11/26/10; and 5,000 shares on retirement after age 60. As of 03/15/05, 27,132.26 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (9) 27,000 option shares with cashless exercise and tax withholding rights awarded on 2/18/02 at the option price of \$67.29 per share. All shares are currently exercisable, and will expire 10 years from date of grant.
- 10,772 option shares with cashless exercise and tax withholding rights awarded on 02/16/04 at the option price of \$72.94 per share.
- (10) 3,591 shares are currently exercisable, with the remaining shares to become exercisable as follows: one-third on 02/16/06; and one-third on 02/16/07. The options will expire 10 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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