

WHIRLPOOL CORP /DE/

Form 4

March 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

03/15/2006

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)
PRESIDENT WH. NORTH AMERICA

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	5,485	D ⁽¹⁾	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. F Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	(2)	03/15/2006		A(2)		6.829		(2)	(2)	Common	(2)
Deferred Phantom ESAP Stock in WEDSP II	(3)	03/15/2006		A(3)		3.594		(3)	(3)	Common	(3)
Phantom Restricted Shares (Special Retention Program)	(4)	03/15/2006		A(4)		61.04		(4)	(4)	Common	(4)
Phantom Restricted (Career) Stock	(5)	03/15/2006		A(5)		133.3		(5)	(5)	Common	(5)
Phantom Restricted Shares (Strategic Excellence Program)	(6)							(6)	(6)	Common	1,866
Phantom Restricted Shares (Special Retention Program)	(7)							(7)	(7)	Common	12,500
Phantom Restricted Shares	(8)							(8)	(8)	Common	30,000

(Special
Retention
Program)

Employee
Stock

Option	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Common	27,000
(Right to Buy)					

Employee
Stock

Option	<u>(10)</u>	<u>(10)</u>	<u>(10)</u>	Common	10,772
(Right to Buy)					

Employee
Stock

Option	<u>(11)</u>	<u>(11)</u>	<u>(11)</u>	Common	20,600
(Right to Buy)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIFT DAVID L WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR MI 49022	X		PRESIDENT WH. NORTH AMERICA	

Signatures

/s/ Robert T.
Kenagy

03/16/2006

 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) 5,181 shares are held in name of the undersigned's broker.
- (2) Grant of 6.829 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Strategic Excellence Program in transactions exempt under Rule 16b-3. As of 03/15/06, 1,406.709 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (3) Grant of 3.594 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Executive Deferred Savings Plan II in transactions exempt under Rule 16b-3. As of 03/15/06, 740.355 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (4) Grant of 61.04 phantom shares of common stock ("dividend equivalents") based on original deferral of 12,266.37 phantom restricted shares (Special Retention Program) awarded under the 1998 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 03/15/06, 12,697.74 total phantom shares deferred, which includes dividend equivalents earned in

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phantom restricted stock.

Grant of 133.30 phantom shares of common stock ("dividend equivalents") based on original deferral 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).

- (5) 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 03/15/06, 27,729.28 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (6) 1,866 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.
- (7) 12,500 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 11/26/08. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (8) 30,000 phantom stock shares (Special Retention Program) awarded on 06/14/2004 with the effective date of the award to be 07/01/2004 under the Whirlpool Corporation 2002 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will become vested as follows: 50% on 07/01/2007 and 50% on 07/01/2011. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional 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) 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. 7,181 shares are currently exercisable, with the remaining shares becoming exercisable on 02/16/07. The options will expire 10 years from date of grant.
- (11) 20,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share. Shares will become exercisable as follows: one-third on 02/20/2007; one-third on 02/20/2007; and one-third on 02/20/2009. The options will expire 10 years from the 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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