

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 *
KILTS JAMES M

(Last) (First) (Middle)

**GILLETTE CO., PRUDENTIAL
TOWER BLDG. 800 BOYLSTON
ST.**

(Street)

BOSTON, MA, MA 02199

(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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					4,000	D <u>(1)</u>	
Common Stock					100	I <u>(2)</u>	By Daughter
Common Stock					100	I <u>(2)</u>	By Son

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

displays a currently valid OMB control number.

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	(3)					(3)	(3)	Common	600
Phantom Stock under Non-Employee Dir. Stock Owner. Plan	(4)	03/15/2005		A(4)	17.08	(4)	(4)	Common	(4)
Stock Options	(5)					(5)	(5)	Common	600
Stock Options	(6)					(6)	(6)	Common	600
Stock Options	(7)					(7)	(7)	Common	600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KILTS JAMES M
GILLETTE CO.
PRUDENTIAL TOWER BLDG. 800 BOYLSTON ST.
BOSTON, MA, MA 02199

X

Signatures

/s/ Robert T.
Kenagy

03/17/2005

**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).

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- (1) 2,600 shares are held in the name of the undersigned's broker.
- (2) The reporting person disclaims beneficial ownership of all securities held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Stock option awarded on 4/20/99 at the option price of \$61.75 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

Grant of 17.08 phantom shares of common stock ("dividend equivalents") based on original grant of 400 phantom shares deferred under the Nonemployee Director Stock Ownership Plan. This grant of deferred compensation is payable upon retirement from the Board of Directors. As of 03/15/05, 2,614.03 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (4) Stock option awarded on 4/18/00 at the option price of \$46.21 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.
- (5) Stock option awarded on 04/15/03 at the option price of \$64.69 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.
- (6) Stock option awarded on 04/20/04 at the option price of \$50.98 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.
- (7)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.