

WHIRLPOOL CORP /DE/

Form 4

February 18, 2005

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

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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 49022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WHIRLPOOL CORP /DE/ [WHR]

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

02/18/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/18/2005		M ⁽¹⁾	30,000 A	\$ 49.6	34,181	D ⁽²⁾
Common Stock	02/18/2005		S ⁽¹⁾	29,000 D	\$ 62.2069	5,181	D ⁽²⁾

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

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(9-02)

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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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.6	02/18/2005		M ⁽¹⁾		30,000		⁽¹⁾	⁽¹⁾	Common	30,000
Phantom Restricted Shares (Strategic Excellence Program)	⁽³⁾							⁽³⁾	⁽³⁾	Common	3,733
Deferred Phantom ESAP Stock in WEDSP	⁽⁴⁾							⁽⁴⁾	⁽⁴⁾	Common	⁽⁴⁾
Phantom Restricted Shares (Special Retention Program)	⁽⁵⁾							⁽⁵⁾	⁽⁵⁾	Common	⁽⁵⁾
Phantom Restricted Shares (Special Retention Program)	⁽⁶⁾							⁽⁶⁾	⁽⁶⁾	Common	12,500
Phantom Restricted Shares (Special Retention Program)	⁽⁷⁾							⁽⁷⁾	⁽⁷⁾	Common	30,000

Employee Stock Option (Right to Buy)	<u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Common	25,000
Phantom Restricted (Career) Stock	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Common	<u>(9)</u>
Employee Stock Option (Right to Buy)	<u>(10)</u>	<u>(10)</u>	<u>(10)</u>	Common	27,000
Employee Stock Option (Right to Buy)	<u>(11)</u>	<u>(11)</u>	<u>(11)</u>	Common	10,772

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIFT DAVID L WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR 49022			EXECUTIVE VICE PRESIDENT	

Signatures

/s/ Robert T.
Kenagy

02/18/2005

**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).
- (1) Cashless stock option exercise of 30,000 share options granted on 02/17/03 at the option price of \$49.60 per share with tax withholding rights. Immediate sale through broker of 29,000 shares. 1,000 shares were retained from the exercise.
- (2) 4,688 shares are held in name of the undersigned's broker.
- (3) Award of 3,733 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the 2002 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions will lapse and shares will become vested as follows: 50% on 02/14/06; and 50% on 02/14/07.
- (4) 724.50 phantom stock deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 02/14/05, 724.50 total phantom shares deferred.

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- Deferral of payout 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 12/15/04, the latest date for which information is reasonably available, 12,343.19 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (5) 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.
- (6) 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.
- (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.
- (8) 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). 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 12/15/2004, the latest date for which information is reasonably available, 26,955.01 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) 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.
- (11) 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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