

WHIRLPOOL CORP /DE/
Form 4
April 20, 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 *
JOHNSTON MICHAEL F

(Last) (First) (Middle)

VISTEON CORPORATION, ONE
VILLAGE CENTER DRIVE

(Street)

VAN BUREN TOWNSHIP,
MI 48111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2005

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)
Common Stock				(A) or (D) Code V Amount (D) Price	1,000	D ⁽¹⁾	

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

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(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)	Amount or Number of Shares
Deferred Phantom Stock under the Nonemployee Dir Equity Plan	(2)	04/19/2005		A(2)	827	(2) (2)	Common	(2)
Stock Options	\$ 64.73	04/19/2005		A(3)	1,589	(3) (3)	Common	1,589
Phantom Stock under Nonemployee Dir Stock Ownership Plan	(4)					(4) (4)	Common	(4)
Stock Options	(5)					(5) (5)	Common	600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNSTON MICHAEL F
 VISTEON CORPORATION
 ONE VILLAGE CENTER DRIVE
 VAN BUREN TOWNSHIP, MI 48111

X

Signatures

/s/ Robert T. Kenagy 04/20/2005

**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) 400 shares are held in the name of the undersigned's broker.

Deferral of receipt of stock compensation awarded under the Nonemployee Director Equity Plan in a transaction exempt under Rule

- (2) 16b-3(d). Shares of stock are payable in common stock of the company in a one-for-one basis following the reporting person's departure from the board. Deferred shares earn dividend equivalents in phantom stock.

Stock option awarded on 04/19/05 at the option price of \$64.73 per share under the Nonemployee Director Equity Plan. All shares will

- (3) become exercisable six months after the award date. The expiration date is either 20 years from the award date or the second anniversary of the date the Director ceases being a Director.

400 phantom shares deferred under the Nonemployee Director Stock Ownership Plan. This grant of deferred compensation is payable

- (4) upon retirement from the Board of Directors. As of 03/15/05, the latest date for which information is reasonably available, 410.61 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

- (5) 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.

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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