

WHIRLPOOL CORP /DE/
Form 4
March 16, 2006

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 *
Yaggi William T

(Last) (First) (Middle)
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)
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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 3,595 | D ⁽¹⁾ | |
| Common Stock | 03/15/2006 | | A ⁽²⁾ | 20.479 A ⁽²⁾ | 272.013 ⁽³⁾ | I | 401(k) Stock Fund |

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

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SEC 1474 (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. F | | | |
|----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|-----------------|--------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Restricted Shares (Strategic Excellence Program) | (4) | 03/15/2006 | | A(4) | | 2.408 | | (4) | (4) | Common | (4) |
| Deferred Phantom ESAP Stock in WEDSP | (5) | 03/15/2006 | | A(5) | | 4.675 | | (5) | (5) | Common | (5) |
| Deferred Phantom ESAP Stock in WEDSP II | (6) | 03/15/2006 | | A(6) | | 2.51 | | (6) | (6) | Common | (6) |
| Phantom Restricted Stock (Special Retention Program) | (7) | 03/15/2006 | | A(7) | | 36.86 | | (7) | (7) | Common | (7) |
| Phantom Restricted Shares (Strategic Excellence Program) | (8) | | | | | | | (8) | (8) | Common | 658 |
| Phantom Restricted Stock (Special Retention Program) | (9) | | | | | | | (9) | (9) | Common | 7,400 |

| | | | | | |
|---------------------------------------------------------------------|-------------|-------------|-------------|--------|--------|
| Phantom Restricted Stock (Special Retention Program) | <u>(10)</u> | <u>(10)</u> | <u>(10)</u> | Common | 20,000 |
| Employee Stock Option (Right to Buy) | <u>(11)</u> | <u>(11)</u> | <u>(11)</u> | Common | 3,000 |
| Employee Stock Option (Right to Buy) | <u>(12)</u> | <u>(12)</u> | <u>(12)</u> | Common | 7,500 |
| Employee Stock Option (Right to Buy) | <u>(13)</u> | <u>(13)</u> | <u>(13)</u> | Common | 9,000 |
| Employee Stock Option (Right to Buy) | <u>(14)</u> | <u>(14)</u> | <u>(14)</u> | Common | 18,000 |
| Employee Stock Option (Right to Buy) | <u>(15)</u> | <u>(15)</u> | <u>(15)</u> | Common | 4,178 |
| Employee Stock Option (Right to Buy) | <u>(16)</u> | <u>(16)</u> | <u>(16)</u> | Common | 5,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Yaggi William T 2000 M-63N BENTON HARBOR, MI 49022 | | | EXECUTIVE VICE PRESIDENT | |

Signatures

/s/ Robert T. Kenagy, Corporate
Secretary

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) 3,488 shares are held in a brokerage account in the undersigned's name.
- (2) The securities herein were acquired on 03/15/06 pursuant to the Plan indicated in Column 7 at \$88.14133 per share in transactions exempt from Section 16(b) pursuant to Rule 16(b)-3(c).
- (3) As of 03/15/06, there are 272.013 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (4) Grant of 2.408 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, 495.908 total phantom shares deferred which includes dividend equivalents earned in phantom restricted stock.
- (5) Grant of 4.675 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 03/15/06, 962.943 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (6) Grant of 2.51 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, 517.072 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (7) Grant of 36.86 phantom shares of common stock ("dividend equivalents") based on original deferral of 7,400 phantom restricted share (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 03/15/06, 7,667.24 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (8) 658 phantom stock shares (Strategic Excellence Program) awarded on 02/14/2005 under the SEP 2004 grant made pursuant to the 2002 Whirlpool Corporation Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.
- (9) 7,400 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 02/18/2008. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (10) 20,000 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 & 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.
- (11) 3,000 option shares awarded on 06/15/1998 at the option price of \$63.13 per share with tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (12) 7,500 option shares awarded on 02/19/2001 at the option price of \$54.07 per share with cashless exercise and tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (13) 9,000 option shares awarded on 02/18/2002 at the option price of \$67.29 per share with cashless exercise and tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (14) 18,000 option shares awarded on 02/17/2003 at the option price of \$49.60 per share with cashless exercise and tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (15) 4,178 option shares awarded on 02/16/2004 at the option price of \$72.94 per share with cashless exercise and tax withholding rights. 2,785 shares are currently exercisable with the remaining shares becoming exercisable on 02/16/2007. The options will expire 10 years from the date of grant.
- (16) 5,600 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 02/20/2008; 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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