

MARSH MILES L
Form 4
December 16, 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 *
MARSH MILES L

(Last) (First) (Middle)
965 E. DEERPATH RD.
(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 7,977 | D ⁽¹⁾ | |
| Common Stock | | | | (A) or (D) Price | 1,166.5666 ⁽²⁾ | D | |

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 displays a currently valid OMB control number.

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options | <u>(3)</u> | | | | | <u>(3)</u> <u>(3)</u> | Common 600 |
| Stock Options | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Common 600 |
| Stock Options | <u>(5)</u> | | | | | <u>(5)</u> <u>(5)</u> | Common 600 |
| Stock Options | <u>(6)</u> | | | | | <u>(6)</u> <u>(6)</u> | Common 600 |
| Stock Options | <u>(7)</u> | | | | | <u>(7)</u> <u>(7)</u> | Common 600 |
| Phantom Stock under Non-Employee Dir. Stock Owner. Plan | <u>(8)</u> | 12/15/2005 | | A <u>(8)</u> | 26.9 | <u>(8)</u> <u>(8)</u> | Common <u>(8)</u> |
| Stock Options | <u>(9)</u> | | | | | <u>(9)</u> <u>(9)</u> | Common 600 |
| Stock Options | <u>(10)</u> | | | | | <u>(10)</u> <u>(10)</u> | Common 600 |
| Stock Options | <u>(11)</u> | | | | | <u>(11)</u> <u>(11)</u> | Common 600 |
| Stock Options | <u>(12)</u> | | | | | <u>(12)</u> <u>(12)</u> | Common 1,589 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSH MILES L 965 E. DEERPATH RD. LAKE FOREST, IL 60045 | | X | | |

Signatures

/s/ Robert T. Kenagy 12/16/2005

**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) 1,350 shares are held in the name of the undersigned's broker.
- (2) As of 09/15/05, the latest date for which information is reasonably available, there are 1,166.5666 shares held for the account of the undersigned pursuant to the Whirlpool Corporation Automatic Dividend Reinvestment Plan.
- (3) Stock option awarded on 4/20/93 at the option price of \$44.50 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.
- (4) Stock option awarded on 4/19/94 at the option price of \$48.94 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 4/16/96 at the option price of \$50.27 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 4/28/98 at the option price of \$50.92 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) 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 26.90 phantom shares of common stock ("dividend equivalents") based on original grant of 2,240 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 12/15/05, 5,290.76 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (8)
- (9) 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.
- (10) Stock option awarded on 4/15/03 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.
- (11) Stock option awarded on 4/20/04 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.
- (12) Stock option awarded on 04/19/05 at the option price of \$64.73 per share. All shares are currently exercisable and will expire either 20 years from the award date or the second 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. 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.