

HU MARK K  
Form 4  
February 22, 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 \*  
HU MARK K

(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)  
02/20/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 1,209   | D  |                                   |

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

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SEC 1474 (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) | 8. F...          |                 |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title  | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)                     | \$ 89.16<br><u>(1)</u>                                 | 02/20/2006                           |  | A <sup>(1)</sup>               |   | 4,600  |   | <u>(1)</u>       | <u>(1)</u>      | Common | 4,600                      |
| Phantom Restricted Shares (Strategic Excellence Program) | <u>(2)</u>   |                                      |  |                                |   |  |   | <u>(2)</u>       | <u>(2)</u>      | Common | 792                        |
| Phantom Restricted Shares (Special Retention Program)    | <u>(3)</u>   |                                      |  |                                |   |  |   | <u>(3)</u>       | <u>(3)</u>      | Common | 10,000                     |
| Employee Stock Option (Right to Buy)                     | <u>(4)</u>   |                                      |  |                                |   |  |   | <u>(4)</u>       | <u>(4)</u>      | Common | 20,000                     |
| Employee Stock Option (Right to Buy)                     | <u>(5)</u>   |                                      |  |                                |   |  |   | <u>(5)</u>       | <u>(5)</u>      | Common | 5,027                      |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| HU MARK K<br>2000 M-63N<br>BENTON HARBOR, MI 49022 |               |           | EXECUTIVE VICE PRESIDENT |       |

## Signatures

/s/ Robert T.  
Kenagy

02/22/2006

\_\_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).

4,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share.

(1) 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.

792 phantom stock shares (Strategic Excellence Program) awarded on 02/14/2005 under the SEP 2004 grant made pursuant to the 2002

(2) Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.

10,000 phantom stock shares (Special Retention Program) awarded on 01/05/2004 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 01/05/2007 and 50% on 01/05/2011. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.

(4) 20,000 option shares with cashless exercise and tax withholding rights awarded on 01/05/2004 at the option price of \$71.80 per share. All shares are currently exercisable and the options will expire 10 years from the date of grant.

5,027 option shares with cashless exercise and tax withholding rights awarded on 02/16/2004 at the option price of \$72.94 per share.

(5) 3,351 shares are currently exercisable, with the remaining one third becoming exercisable on 02/16/2007. 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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