

WHIRLPOOL CORP /DE/
Form 4
March 17, 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 *
TODMAN MICHAEL

(Last) (First) (Middle)

WHIRLPOOL CORPORATION, 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)

03/15/2005

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)

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	10,281	D ⁽¹⁾	
Common Stock	03/15/2005		A ⁽²⁾	2.576 ⁽²⁾ A ⁽²⁾	405.738 ⁽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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	(4)					(4)	(4)			Common	3,240
Deferred Phantom ESAP Stock in WEDSP	(5)	03/15/2005		A(5)		19.126		(5)	(5)	Common	(5)
Deferred Phantom ESAP Stock in WEDSP II	(6)					(6)	(6)			Common	(6)
Phantom Restricted Shares (Special Retention Program)	(7)					(7)	(7)			Common	30,000
Phantom Restricted Shares (Special Retention Program)	(8)	03/15/2005		A(8)		91.9		(8)	(8)	Common	(8)
Phantom Restricted Shares (Special Retention Program)	(9)					(9)	(9)			Common	13,875

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Phantom Restricted (Career) Stock	<u>(10)</u>	03/15/2005	A <u>(10)</u>	165.94	<u>(10)</u>	<u>(10)</u>	Common	<u>(10)</u>
Employee Stock Option (Right to Buy)	<u>(11)</u>				<u>(11)</u>	<u>(11)</u>	Common	5,500
Employee Stock Option (Right to Buy)	<u>(12)</u>				<u>(12)</u>	<u>(12)</u>	Common	22,000
Employee Stock Option (Right to Buy)	<u>(13)</u>				<u>(13)</u>	<u>(13)</u>	Common	22,000
Employee Stock Option (Right to Buy)	<u>(14)</u>				<u>(14)</u>	<u>(14)</u>	Common	22,000
Employee Stock Option (Right to Buy)	<u>(15)</u>				<u>(15)</u>	<u>(15)</u>	Common	27,000
Employee Stock Option (Right to Buy)	<u>(16)</u>				<u>(16)</u>	<u>(16)</u>	Common	27,000
Employee Stock Option (Right to Buy)	<u>(17)</u>				<u>(17)</u>	<u>(17)</u>	Common	10,282

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EXECUTIVE VICE PRESIDENT

TODMAN MICHAEL
WHIRLPOOL CORPORATION
2000 M-63N
BENTON HARBOR, MI 49022

Signatures

/s/ Robert T.
Kenagy

03/17/2005

**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) 9,708 shares are held in the name of the undersigned's broker.
- (2) The securities herein were acquired on 03/15/05 pursuant to the Plan indicated in Column 7 at \$66.317740 per share in transactions exempt from Section 16(b) pursuant to Rule 16(b)-3(c).
- (3) As of 03/15/05, there are 405.738 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (4) 3,240 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.
- (5) Grant of 19.126 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 03/15/05, 2,976.628 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (6) 579.60 phantom shares deferred under the Executive Deferred Savings Plan II in transactions exempt under Rule 16b-3. As of 03/15/05, 579.60 total phantom shares deferred.
- (7) 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.
- (8) Grant of 91.90 phantom shares of common stock ("dividend equivalents") based on original deferred of phantom restricted shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 03/15/05, 14,066.56 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (9) 13,875 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 02/19/08. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (10) Grant of 165.94 phantom shares of common stock ("dividend equivalents") based on original grant of 20,000 phantom stock shares (Career Stock Award) under the Whirlpool 1989 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). 4,000 phantom shares are currently vested, with the remaining shares becoming vested as follows: 4,000 shares on 7/1/05; and 12,000 shares on retirement after age 60. As of 03/15/05, 25,399.31 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (11) 5,500 option shares awarded on 6/15/98 at the option price of \$63.13 per share with tax withholding rights. All shares are currently exercisable and will expire 10 years from date of grant.
- (12) 22,000 option shares with cashless exercise and tax withholding rights awarded on 4/5/99 at the option price of \$52.28 per share. All shares are currently exercisable and will expire 10 years from date of grant.
- (13) 22,000 option shares with cashless exercise and tax withholding rights awarded on 2/14/00 at the option price of \$52.19 per share. All shares are currently exercisable and will expire 10 years from date of grant.
- (14) 22,000 option shares with cashless exercise and tax withholding rights awarded on 2/19/01 at the option price of \$54.07 per share. All shares are currently exercisable and will expire 10 years from date of grant.

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- (15) 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.
- (16) 27,000 option shares with cashless exercise and tax withholding rights awarded on 2/17/03 at the option price of \$49.60 per share. All shares are currently exercisable and will expire 10 years from date of grant.
- 10,282 option shares with cashless exercise and tax withholding rights awarded on 02/16/04 at the option price of \$72.94 per share.
- (17) 3,428 shares are currently exercisable, with the remaining shares becoming 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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