

WHIRLPOOL CORP /DE/
Form 4
June 02, 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 *
Dosch Ted A

(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)
06/01/2005

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)
Vice President and Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2005		M ⁽¹⁾		1,000	A	\$ 55.81
Common Stock	06/01/2005		S ⁽¹⁾		881	D	\$ 68.64
Common Stock							346
Common Stock							3,085.77 ⁽²⁾
						I	Held by Wife's Trust
						I	401(k) Stock Fund

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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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 55.81	06/01/2005		M ⁽¹⁾	1,000	<u>(1)</u>	<u>(1)</u>	Common	1,000
Phantom Restricted Shares (Strategic Excellence Program)	<u>(3)</u>					<u>(3)</u>	<u>(3)</u>	Common	655
Employee Stock Option (Right to Buy)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common	2,500
Employee Stock Option (Right to Buy)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common	7,300
Employee Stock Option (Right to Buy)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common	7,300
Employee Stock Option (Right to Buy)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common	7,300
Employee Stock Option (Right to Buy)	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common	2,076
Deferred Phantom ESAP	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Common	<u>(9)</u>

Stock under
WEDSP

Deferred
EDSP-Purchase
of Phantom
Whirlpool Stock

(10)

(10)

(10)

Common

(10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dosch Ted A WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			Vice President and Controller	

Signatures

/s/ Robert T.
Kenagy

06/02/2005

__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) Cashless stock option exercise for 1,000 shares of option granted on 08/15/95 at the option price of \$55.81 per share with tax withholding rights. Immediate sale through broker of 881 shares. 119 shares were retained from the exercise.
- (2) As of 03/15/05, the latest date for which information is reasonably available, there are 3,085.7700 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (3) 655 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.
- (4) 2,500 option shares awarded on 06/15/98 at the option price of \$63.13 per share with tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (5) 7,300 option shares awarded on 02/19/01 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.
- (6) 7,300 option shares awarded on 02/18/02 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.
- (7) 7,300 option shares awarded on 02/17/03 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.
- (8) 2,076 option shares awarded on 02/16/04 at the option price of \$72.94 per share with cashless exercise and tax withholding rights. 692 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 the date of grant.
- (9) 2,656.933 phantom shares deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 03/15/05, the latest date for which information is reasonably available, 2,744.887 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (10)

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Original deferral of 1,185.583 phantom shares in the Executive Deferred Savings Plan in a transaction exempt under Rule 16b-3. As of 03/15/05, the latest date for which information is reasonably available, 1,209.365 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

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