

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 *
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)

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
X Officer (give title below) ___ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 | (A) or (D) | Price |
| Common Stock | | | | | 197 | D | |
| Common Stock | | | | | 346 | I | Held by Wife's Trust |
| Common Stock | 03/15/2005 | | A ⁽¹⁾ | | 190.679 ⁽¹⁾ | A | 401(k) Stock Fund |
| | | | | | 3,085.77 ⁽²⁾ | I | |

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

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares |
| Phantom Restricted Shares (Strategic Excellence Program) | (3) | | | | | (3) (3) | Common 655 |
| Employee Stock Option (Right to Buy) | (4) | | | | | (4) (4) | Common 1,00 |
| Employee Stock Option (Right to Buy) | (5) | | | | | (5) (5) | Common 2,50 |
| Employee Stock Option (Right to Buy) | (6) | | | | | (6) (6) | Common 7,30 |
| Employee Stock Option (Right to Buy) | (7) | | | | | (7) (7) | Common 7,30 |
| Employee Stock Option (Right to Buy) | (8) | | | | | (8) (8) | Common 7,30 |
| Employee Stock Option (Right to Buy) | (9) | | | | | (9) (9) | Common 2,07 |
| Deferred Phantom ESAP Stock under WEDSP | (10) | 03/15/2005 | | A ⁽¹⁰⁾ | 17.683 | (10) (10) | Common (10) |
| | (11) | 03/15/2005 | | A ⁽¹¹⁾ | 7.791 | (11) (11) | Common (11) |

Deferred
EDSP-Purchase
of Phantom
Whirlpool Stock

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

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) The securities herein were acquired from 03/01/05 - 03/15/05 pursuant to the Plan indicated in Column 7 at prices ranging from \$63.9855 - \$66.317740 per share in transactions exempt from Section 16(b) pursuant to Rule 16(b)-3c.
- (2) As of 03/15/05, 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) 1,000 option shares awarded on 08/15/95 at the option price of \$55.81 per share with tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Grant of 17.683 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, 2,744.887 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (11) Grant of 7.791 phantom shares of common stock ("dividend equivalents") based on original deferral of phantom shares in the Executive Deferred Savings Plan in a transaction exempt under Rule 16b-3. As of 03/15/05, 1,209.365 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

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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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