

HU MARK K
Form 4/A
January 17, 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)
02/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/14/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2005		M ⁽¹⁾		815	A	\$ 63.24
Common Stock	02/14/2005		M ⁽¹⁾		133	D	\$ 67.99
							⁽²⁾

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

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(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. F...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Restricted Shares (Strategic Excellence Program)	(3)	02/14/2005		A	(3)	1,584		(3)	(3)	Common	1,584
Phantom Restricted Shares (Special Retention Program)	(4)							(4)	(4)	Common	10,000
Employee Stock Option (Right to Buy)	(5)							(5)	(5)	Common	20,000
Employee Stock Option (Right to Buy)	(6)							(6)	(6)	Common	5,027

Reporting Owners

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

Signatures

/s/ Robert T.
Kenagy

01/17/2006

__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).

- (1) Settlement of 2002-2004 ESAP award for 682 shares of common stock made under the Whirlpool Corporation 1996 Omnibus Stock and Incentive Plan in a transaction exempt under Rule 16b-3. Final settlement of shares has been corrected to reflect the shares paid to the Company for taxes and the number of shares actually received. The original filing incorrectly showed 269 shares withheld for taxes and 546 shares issued.
- (2) Pursuant to the Company's Plan provisions, the Company paid \$67.99 per share for performance-based phantom stock awarded under the 2002-2004 ESAP settlement for tax withholding purposes in a transaction exempt under Rule 16b-3.
- (3) 1,584 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the Whirlpool Corporation 2002 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) 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.
- (5) 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. 10,000 shares are currently exercisable with the remaining 10,000 shares becoming exercisable on 01/05/2006. The options will expire 10 years from the date of grant.
- (6) 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. 1,676 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.

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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