

Yaggi William T
 Form 4
 February 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Yaggi William T

(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)
				(A) or (D) Price			
Common Stock					3,595	D ⁽¹⁾	
Common Stock					251.534 ⁽²⁾	I	401(k) Stock Fund

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

Edgar Filing: Yaggi William T - Form 4

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. Derivative 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)	\$ 89.16 <u>(3)</u>	02/20/2006		A	(3)	5,600		<u>(3)</u>	<u>(3)</u>	Common	5,600
Phantom Restricted Shares (Strategic Excellence Program)	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common	<u>(4)</u>
Phantom Restricted Shares (Strategic Excellence Program)	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	Common	658
Employee Stock Option (Right to Buy)	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Common	3,000
Employee Stock Option (Right to Buy)	<u>(7)</u>							<u>(7)</u>	<u>(7)</u>	Common	7,500
Employee Stock Option (Right to Buy)	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Common	9,000
	<u>(9)</u>							<u>(9)</u>	<u>(9)</u>	Common	18,000

Employee Stock Option (Right to Buy)					
Employee Stock Option (Right to Buy)	<u>(10)</u>		<u>(10)</u>	<u>(10)</u>	Common 4,178
Deferred Phantom ESAP Stock in WEDSP	<u>(11)</u>		<u>(11)</u>	<u>(11)</u>	Common <u>(11)</u>
Deferred Phantom ESAP Stock in WEDSP II	<u>(12)</u>		<u>(12)</u>	<u>(12)</u>	Common <u>(12)</u>
Phantom Restricted Stock (Special Retention Program)	<u>(13)</u>		<u>(13)</u>	<u>(13)</u>	Common <u>(13)</u>
Phantom Restricted Stock (Special Retention Program)	<u>(14)</u>		<u>(14)</u>	<u>(14)</u>	Common 7,400
Phantom Restricted Stock (Special Retention Program)	<u>(15)</u>		<u>(15)</u>	<u>(15)</u>	Common 20,000

Reporting Owners

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

Signatures

/s/ Robert T. Kenagy, Corporate
Secretary

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).
- (1) 3,488 shares are held in a brokerage account in the undersigned's name.
- (2) As of 12/15/05, the latest date for which information is reasonably available, there are 251.534 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (3) 5,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share. 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.
- (4) Deferral of a 2004 SEP award payment owed due to the lapse of restrictions on 02/14/2006. The 2004 SEP award was made under the Whirlpool Corporation 2002 Omnibus Stock & Incentive Plan in a transaction exempt under Rule 16b-3. These shares were reported in Table II as derivative securities in prior filings.
- (5) 658 phantom stock shares (Strategic Excellence Program) awarded on 02/14/2005 under the SEP 2004 grant made pursuant to the 2002 Whirlpool Corporation Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.
- (6) 3,000 option shares awarded on 06/15/1998 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.
- (7) 7,500 option shares awarded on 02/19/2001 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.
- (8) 9,000 option shares awarded on 02/18/2002 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.
- (9) 18,000 option shares awarded on 02/17/2003 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.
- (10) 4,178 option shares awarded on 02/16/2004 at the option price of \$72.94 per share with cashless exercise and tax withholding rights. 2,785 shares are currently exercisable with the remaining shares becoming exercisable on 02/16/2007. The options will expire 10 years from the date of grant.
- (11) 891.44 phantom shares deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 12/15/05, the latest date for which information is reasonably available, 958.268 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (12) 506 phantom shares deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 12/15/05, the latest date for which information is reasonably available, 514.562 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (13) Original deferral of 7,400 phantom restricted share (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 12/15/05, the latest date for which information is reasonably available, 7,630.390 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (14) 7,400 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 02/18/2008. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- (15) 20,000 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 & 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.