SWIFT DAVID L Form 4 June 16, 2006

## FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SWIFT DAVID L Issuer Symbol WHIRLPOOL CORP /DE/ [WHR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify WHIRLPOOL 06/15/2006 below) CORPORATION, 2000 M-63N PRESIDENT WH. NORTH AMERICA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

#### **BENTON HARBOR MI 49022**

(State)

(Zip)

(,)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	r S	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	) ]	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5	5) (	Owned	Indirect (I)	Ownership
					]	Following	(Instr. 4)	(Instr. 4)
				(4)	]	Reported		
				(A)	-	Transaction(s)		
			Code V	Or Amount (D)	Price (	(Instr. 3 and 4)		
			Code V	Amount (D)	Price			
Common					4	5,485	D (1)	
Stock					•	2,702	<u> </u>	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Code	5. Number of orDerivative 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
Phantom Restricted Shares (Strategic Excellence Program)	<u>(2)</u>	06/15/2006		A(2)	7.459	<u>(2)</u>	(2)	Common	(2)
Deferred Phantom ESAP Stock in WEDSP II	(3)	06/15/2006		A(3)	3.926	(3)	(3)	Common	(3)
Phantom Restricted Shares (Special Retention Program)	<u>(4)</u>	06/15/2006		A <u>(4)</u>	66.62	<u>(4)</u>	<u>(4)</u>	Common	<u>(4)</u>
Phantom Restricted (Career) Stock	<u>(5)</u>	06/15/2006		A(5)	145.48	<u>(5)</u>	<u>(5)</u>	Common	<u>(5)</u>
Phantom Restricted Shares (Strategic Excellence Program)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common	1,866
Phantom Restricted Shares (Special Retention Program)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common	12,500
Phantom Restricted Shares (Special	(8)					(8)	<u>(8)</u>	Common	30,000

Retention Program)				
Employee Stock Option (Right to Buy)	(9)	<u>(9)</u>	<u>(9)</u>	Common 27,000
Employee Stock Option (Right to Buy)	(10)	<u>(10)</u>	(10)	Common 10,772
Employee Stock Option (Right to Buy)	(11)	<u>(11)</u>	(11)	Common 20,600

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
SWIFT DAVID L WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR MI 49022	X		PRESIDENT WH. NORTH AMERICA			

## **Signatures**

/s/ Robert T.

Kenagy

\*\*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) 5,181 shares are held in name of the undersigned's broker.
- Grant of 7.459 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Strategic

  (2) Excellence Program in transactions exempt under Rule 16b-3. As of 06/15/06, 1,414.168 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- Grant of 3.926 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Executive Deferred Savings Plan II in transactions exempt under Rule 16b-3. As of 06/15/06, 744.281 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- Grant of 66.62 phantom shares of common stock ("dividend equivalents") based on original deferral of 12,266.37 phantom restricted shares (Special Retention Program) awarded under the 1998 Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). As of 06/15/06, 12,764.36 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

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- Grant of 145.48 phantom shares of common stock ("dividend equivalents") based on original deferral of 25,000 phantom stock shares (Career Stock Award) awarded under the 1996 Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c).
- (5) Phantom shares will become vested as follows: 10,000 shares on 11/26/06; 10,000 shares on 11/26/10; and 5,000 shares on retirement after age 60. As of 06/15/06, 27,874.76 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- 1,866 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002
   (6) Whirlpool Corporation Omnibus Stock and Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares will lapse on 02/14/2007.
- 12,500 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive (7) Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 11/26/08. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.
- 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.
- (9) 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.
- 10,772 option shares with cashless exercise and tax withholding rights awarded on 02/16/04 at the option price of \$72.94 per share.

  (10) 7,181 shares are currently exercisable, with the remaining shares becoming exercisable on 02/16/07. The options will expire 10 years from date of grant.
- 20,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share.

  (11) Shares will become exercisable as follows: one-third on 02/20/2007; one-third on 02/20/2007; and one-third on 02/20/2009. 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. 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.