

WHIRLPOOL CORP /DE/
Form 4
February 16, 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 *
Venturelli Larry M

2. Issuer Name and Ticker or Trading Symbol
WHIRLPOOL CORP /DE/ [WHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2000 M-63N

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

____ Director
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT AND CONTROLLER

BENTON HARBOR, MI 49022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/14/2006 | | M ⁽¹⁾ | 90 A \$1 | 90 | D | |
| Common Stock | 02/14/2006 | | M ⁽¹⁾ | 34 D \$86.63 ⁽²⁾ | 56 | D | |
| Common Stock | | | | | 62,279 ⁽³⁾ | 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

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) | 8. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Phantom Restricted Shares (Strategic Excellence Program) | (4) | | | | | (4) | (4) | Common | 90 |
| Employee Stock Option (Right to Buy) | (5) | | | | | (5) | (5) | Common | 1,333 |
| Employee Stock Option (Right to Buy) | (6) | | | | | (6) | (6) | Common | 1,266 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Venturelli Larry M 2000 M-63N BENTON HARBOR, MI 49022 | | | VICE PRESIDENT AND CONTROLLER | |

Signatures

/s/ Robert T. Kenagy, Corporate
Secretary

02/16/2006

__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).

Payment of 90 shares of common stock for which time restrictions lapsed on 02/14/2006 relating to the 2004 SEP award made under the

(1) 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.

(2) Pursuant the the Company's Plan provisions, the Company paid \$86.63 per share for tax withholding purposes relating to the payment of common stock under the 2004 SEP award for which restrictions lapsed. See Footnote 1.

(3) As of 12/15/05, the latest date for which information is reasonably available, there are 62.279 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.

90 phantom stock shares (Strategic Excellence Plan) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002

(4) 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.

2,000 option shares awarded on 02/16/2004 at the option price of \$72.94 per share with tax withholding rights. Of these shares not

(5) already exercised, 666 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.

1,266 option shares awarded on 02/14/2005 at the option price of \$63.24 per share with tax withholding rights. 422 shares are currently

(6) exercisable with the remaining shares becoming exercisable as follows: one-third on 02/14/2007 and one-third on 02/14/2008. 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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