

HU MARK K
Form 4
February 22, 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

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)
02/20/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

EXECUTIVE VICE PRESIDENT

BENTON HARBOR, MI 49022

(City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	1,209	D	

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

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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)	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
Employee Stock Option (Right to Buy)	\$ 89.16 <u>(1)</u>	02/20/2006		A ⁽¹⁾		4,600		<u>(1)</u>	<u>(1)</u>	Common	4,600
Phantom Restricted Shares (Strategic Excellence Program)	<u>(2)</u>							<u>(2)</u>	<u>(2)</u>	Common	792
Phantom Restricted Shares (Special Retention Program)	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common	10,000
Employee Stock Option (Right to Buy)	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common	20,000
Employee Stock Option (Right to Buy)	<u>(5)</u>							<u>(5)</u>	<u>(5)</u>	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

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).

4,600 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share.

(1) 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.

792 phantom stock shares (Strategic Excellence Program) awarded on 02/14/2005 under the SEP 2004 grant made pursuant to the 2002

(2) 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.

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.

(4) 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. All shares are currently exercisable and the options will expire 10 years from the date of grant.

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.

(5) 3,351 shares are currently exercisable, with the remaining one third becoming exercisable on 02/16/2007. 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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