

Bitzer Marc R
Form 3/A
January 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Bitzer Marc R

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2006

3. Issuer Name and Ticker or Trading Symbol

WHIRLPOOL CORP /DE/ [WHR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

EXECUTIVE VICE PRESIDENT

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

01/09/2006

WHIRLPOOL

CORPORATION,Â 2000 M-63N

(Street)

BENTON HARBOR,

MIÂ 49022

(City)

(State)

(Zip)

1. Title of Security

(Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

3.

Ownership

Form:

Direct (D)

or Indirect

(I)

(Instr. 5)

4. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Common Stock

10,167

D ⁽¹⁾

Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	Â (2)	Common	6,600	\$ (2)	D	Â
Employee Stock Option (Right to Buy)	Â (3)	Â (3)	Common	12,000	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (4)	Â (4)	Common	3,563	\$ (4)	D	Â
Phantom Restricted Shares (Strategic Excellence Program)	Â (5)	Â (5)	Common	1,123	\$ (5)	D	Â
Phantom Restricted Shares (Special Retention Program)	Â (6)	Â (6)	Common	9,250	\$ (6)	D	Â
Phantom Restricted Shares (Special Retention Program)	Â (7)	Â (7)	Common	20,000	\$ (7)	D	Â
Phantom Restricted (Career) Stock	Â (8)	Â (8)	Common	22,845.73 (8)	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bitzer Marc R WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022	Â	Â	Â EXECUTIVE VICE PRESIDENT	Â

Signatures

/s/ Robert T. Kenagy, Corporate
Secretary

01/10/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The 10,167 shares are held in the name of the undersigned's broker.
- (2) 6,600 option shares awarded on 09/01/1999 at the option price of \$72.06 per share with cashless exercise and tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (3) 12,000 option shares awarded on 02/18/2002 at the option price of \$69.54 per share with cashless exercise and tax withholding rights. All shares are currently exercisable and will expire 10 years from the date of grant.
- (4) 3,563 option shares awarded on 02/16/2004 at the option price of \$75.32 per share with cashless exercise and tax withholding rights. 1,188 shares are currently exercisable, with the remaining shares becoming exercisable as follows: one-third on 02/16/2006; and one-third

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on 02/16/2007. The options will expire 10 years from the date of grant.

1,123 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002

(5) Whirlpool Corporation 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.

9,250 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive

(6) Plan in transactions exempt under Rule 16(b)-3(c). Shares will vest on 02/19/2008. Participants may elect to defer receipt of vested shares. Dividend equivalents on deferred stock will be invested in additional stock.

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

(7) 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.

20,000 phantom stock shares (Career Stock Award) awarded under the Whirlpool Corporation 1989 Omnibus Stock and Incentive Plan in

(8) transactions exempt under Rule 16(b)-3(c). 8,000 phantom shares are currently vested, with the remaining shares becoming vested as follows: 8,000 shares on 08/24/2010; and 4,000 shares on retirement after age 60. As of 12/15/2005, the latest date for which information is reasonably available, 22,845.73 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

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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