

Dosch Ted A
Form 4
December 16, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dosch Ted A

(Last) (First) (Middle)

WHIRLPOOL
CORPORATION, 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)

12/15/2005

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)

Vice President and Controller

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					316 ⁽¹⁾	D	
Common Stock					346	I	Held by Wife's Trust
Common Stock	12/15/2005		A ⁽²⁾	15.281 <u>(2)</u>	A <u>(2)</u> 3,136.966 ⁽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)

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

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 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)	(4)							(4)	(4)	Common	655
Employee Stock Option (Right to Buy)	(5)							(5)	(5)	Common	2,50
Employee Stock Option (Right to Buy)	(6)							(6)	(6)	Common	7,30
Employee Stock Option (Right to Buy)	(7)							(7)	(7)	Common	7,30
Employee Stock Option (Right to Buy)	(8)							(8)	(8)	Common	2,07
Deferred Phantom ESAP Stock under WEDSP	(9)	12/15/2005		A	(9)	13.895		(9)	(9)	Common	(9)
Deferred EDSP-Purchase of Phantom Whirlpool Stock	(10)	12/15/2005		A	(10)	6.657		(10)	(10)	Common	(10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dosch Ted A WHIRLPOOL CORPORATION 2000 M-63N BENTON HARBOR, MI 49022			Vice President and Controller	

Signatures

/s/ Robert T.

12/16/2005

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**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) 316 shares are held in the name of the undersigned's broker.
- (2) The securities herein were acquired on 12/15/2005 pursuant to the Plan indicated in Column 7 at \$85.95039 per share in transactions exempt from Section 16(b) pursuant to Rule 16(b)-3(c).
- (3) As of 12/15/05, there are 3,136.966 shares held in the account of the undersigned pursuant to the Plan indicated in Column 7.
- (4) 655 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the 2002 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.
- (5) 2,500 option shares awarded on 06/15/98 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.
- (6) 7,300 option shares awarded on 02/19/01 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.
- (7) 7,300 option shares awarded on 02/18/02 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.
- (8) 2,076 option shares awarded on 02/16/04 at the option price of \$72.94 per share with cashless exercise and tax withholding rights. 692 shares are currently exercisable, with the remaining shares becoming exercisable as follows: one-third on 02/16/06; and one-third on 02/16/07. The options will expire 10 years from the date of grant.
- (9) Grant of 13.895 phantom shares of common stock ("dividend equivalents") based on phantom shares deferred under the Executive Deferred Savings Plan in transactions exempt under Rule 16b-3. As of 12/15/05, 2,791.337 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (10) Grant of 6.657 phantom shares of common stock ("dividend equivalents") based on original deferral of 1,185.583 phantom shares in the Executive Deferred Savings Plan in a transaction exempt under Rule 16b-3. As of 12/15/05, 1,230.366 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. 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.