Bitzer Marc R Form 4 August 11, 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.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Bitzer Marc R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	WHIRLPOOL CORP /DE/ [WHR] 3. Date of Earliest Transaction	(Check all applicable)			
2000 M-63N			(Month/Day/Year) 08/10/2006	Director 10% Owner State of the control of the cont			
(Street) BENTON HARBOR, MI 49022		II 49022	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
(City)	(State)	(Zip)	Toble I. Non Danivetive Securities Ac	Person			

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	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)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/10/2006		P(1)	2,000	A	\$ 75	12,446	D (2)	

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.

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

Edgar Filing: Bitzer Marc R - Form 4

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. Transactic Code (Instr. 8)	5. onNumber 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 Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Restricted (Career) Stock	(3)					<u>(3)</u>	<u>(3)</u>	Common	(3)	
Phantom Restricted Shares (Strategic Excellence Program)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common	561	
Employee Stock Option (Right to Buy)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common	12,000	
Employee Stock Option (Right to Buy)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common	3,563	
Phantom Restricted Shares (Special Retention Program)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common	9,250	
Phantom Restricted Shares (Special Retention Program)	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	Common	20,000	
Employee Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Common	6,932	

Option (Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bitzer Marc R 2000 M-63N BENTON HARBOR, MI 49022

EXECUTIVE VICE PRESIDENT

Signatures

/s/ Robert T. Kenagy, Corporate Secretary

08/11/2006

**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).
- (1) Open market purchase of shares.
- (2) 12,167 shares are held in the name of the undersigned's broker.
 - Original grant of 20,000 phantom stock shares (Career Stock Award) awarded under the Whirlpool Corporation 1989 Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). 8,000 phantom shares are currently vested, with the remaining shares
- (3) becoming vested as follows: 8,000 shares on 08/24/2010; and 4,000 shares on retirement after age 60. As of 06/15/06, the latest date for which information is reasonably available, 23,076.53 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
 - 561 phantom stock shares (Strategic Excellence Program) awarded on 02/14/05 under the SEP 2004 grant made pursuant to the 2002. Whirlpool Corporation Omnibus Stock & Incentive Plan in transactions exempt under Rule 16(b)-3(c). Time restrictions on these shares a state of the control of the
- (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.
- (5) 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.
- 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.

 (6) 2,375 shares are currently exercisable with the remaining one-third shares becoming exercisable on 02/16/07. The options will expire 10
- years from the date of grant.
- 9,250 phantom stock shares (Strategic Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock & Incentive
 (7) 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 (Strategic 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 & 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.
 - 6,932 option shares with cashless exercise and tax withholding rights awarded on 02/20/2006 at the option price of \$89.16 per share.
- (9) 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.

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.

Reporting Owners 3