Edgar Filing: WHIRLPOOL CORP /DE/ - Form 4

WHIRLPOOL	L CORP /DE/											
Form 4	• • • • •											
September 19												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5		CHAN	GES IN E SECURI	BENEFI(TIES	CIAI	NERSHIP OF ge Act of 1934,	Expires: January Expires: 20 Estimated average burden hours per response					
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a	a) of the P	ublic Uti		ing Com	pany	Act o	f 1935 or Sectio	n			
(Print or Type Ro	esponses)											
1. Name and Address of Reporting Person <u>*</u> Bitzer Marc R			2. Issuer Name and Ticker or Trading Symbol WHIRLPOOL CORP /DE/ [WHR]					5. Relationship of Reporting Person(s) to Issuer				
(Last)				Earliest Tra		v [w f	1KJ	(Check all applicable)				
2000 M-63N (Street)			(Month/Day/Year) 09/15/2006					Director X Officer (give below) EXECUTIV		6 Owner er (specify SIDENT		
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
BENTON HA	ARBOR, MI 490	22						_X_ Form filed by 0 Form filed by M Person	Ine Reporting Po Iore than One Ro			
(City)	(State) ((State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock								12,446	D <u>(1)</u>			

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 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. Transact Code (Instr. 8)	nsactionDerivative de Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (It
				Code V	7 (A	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Restricted (Career) Stock	(2)	09/15/2006		A <u>(2)</u>	111	.97		(2)	(2)	Common	<u>(2)</u>	
Phantom Restricted Shares (Strategic Excellence Program)	(3)							<u>(3)</u>	<u>(3)</u>	Common	561	
Employee Stock Option (Right to Buy)	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Common	12,000	
Employee Stock Option (Right to Buy)	(5)							<u>(5)</u>	<u>(5)</u>	Common	3,563	
Phantom Restricted Shares (Special Retention Program)	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Common	9,250	
Phantom Restricted Shares (Special Retention Program)	(7)							<u>(7)</u>	<u>(7)</u>	Common	20,000	
Employee Stock Option (Right to Buy)	<u>(8)</u>							<u>(8)</u>	(8)	Common	6,932	

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Reporting Owners

Reporting Owner Name / Address

Relationships

Other

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

EXECUTIVE VICE PRESIDENT

Signatures

/s/ Robert T. Kenagy, Corporate Secretary

**Signature of Reporting Person

Date

09/19/2006

10% Owner

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Director

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 12,167 shares are held in the name of the undersigned's broker.

Grant of 111.97 phantom shares of common stock ("dividend equivalents") based on 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

(2) 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 09/15/06, 23,188.50 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 (3) 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. 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
- (4) 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.
(5) 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
(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 (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

(7) and a full of this point corporation 2002 of minutes back the internation in transactions exempt and a rate 10(0) 5(0), on area with 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.(8) 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.