

MARSH MILES L
Form 4
December 19, 2006

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
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSH MILES L

(Last) (First) (Middle)

965 E. DEERPATH RD.

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WHIRLPOOL CORP /DE/ [WHR]

3. Date of Earliest Transaction
(Month/Day/Year)

12/15/2006

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)

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				(A) or (D)	8,568	D ⁽¹⁾	
Common Stock					1,330.3984 ⁽²⁾	D	

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.**

SEC 1474
(9-02)

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)	
				Code	V	(A)	(D)	Amount or Number of Shares
Phantom Stock under Non-Employee Dir. Stock Owner. Plan	(3)	12/15/2006		A	(3)	28.06	(3)	(3)
Stock Options	(4)					(4)	(4)	Common 600
Stock Options	(5)					(5)	(5)	Common 600
Stock Options	(6)					(6)	(6)	Common 600
Stock Options	(7)					(7)	(7)	Common 600
Stock Options	(8)					(8)	(8)	Common 600
Stock Options	(9)					(9)	(9)	Common 600
Stock Options	(10)					(10)	(10)	Common 600
Stock Options	(11)					(11)	(11)	Common 600
Stock Options	(12)					(12)	(12)	Common 1,589
Stock Options	(13)					(13)	(13)	Common 1,131

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSH MILES L 965 E. DEERPATH RD. LAKE FOREST, IL 60045		X		

Signatures

/s/ Robert T.
Kenagy

12/19/2006

**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) 1,350 shares are held in the name of the undersigned's broker.

(2) As of 09/15/06, the latest date for which information is reasonably available, there are 1,330.398422 shares held for the account of the undersigned pursuant to the Whirlpool Corporation Automatic Dividend Reinvestment Plan.

(3) Grant of 28.06 phantom shares of common stock ("dividend equivalents") based on 4,640 phantom shares deferred under the Nonemployee Director Stock Ownership Plan. This grant of deferred compensation is payable upon retirement from the Board of Directors. As of 12/15/06, 5,398.20 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

(4) Stock option awarded on 4/20/93 at the option price of \$44.50 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(5) Stock option awarded on 4/19/94 at the option price of \$48.94 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(6) Stock option awarded on 4/16/96 at the option price of \$50.27 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(7) Stock option awarded on 4/28/98 at the option price of \$50.92 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(8) Stock option awarded on 4/20/99 at the option price of \$61.75 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(9) Stock option awarded on 4/18/00 at the option price of \$46.21 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(10) Stock option awarded on 4/15/03 at the option price of \$64.69 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(11) Stock option awarded on 4/20/04 at the option price of \$50.98 per share. All shares are currently exercisable and will expire either 20 years from the award date or the fifth anniversary of the date the Director ceases being a Director.

(12) Stock option awarded on 04/19/05 at the option price of \$64.73 per share. All shares are currently exercisable and will expire either 20 years from the award date or the second anniversary of the date the Director ceases being a Director.

(13) Stock option awarded on 04/18/06 at the option price of \$90.90 per share under the Nonemployee Director Equity Plan. All shares are currently exercisable and will expire either 20 years from the award date or the second anniversary of the date the Director ceases being a Director.

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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