

Bitzer Marc R
 Form 3
 January 09, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Bitzer Marc R | | (Month/Day/Year) | WHIRLPOOL CORP /DE/ [WHR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2006 | | |
| WHIRLPOOL CORPORATION,Â 2000 M-63N | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| BENTON HARBOR, MIÂ 49022 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | EXECUTIVE VICE PRESIDENT | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 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 | 9,995 | 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) | 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
Date: 01/09/2006

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 9,995 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.

(5) 1,123 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 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.

(6) 9,250 phantom stock shares (Special Retention Program) awarded under the Whirlpool Corporation 1998 Omnibus Stock and Incentive 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.

(7) 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 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.

(8) 20,000 phantom stock shares (Career Stock Award) awarded under the Whirlpool Corporation 1989 Omnibus Stock and Incentive Plan in 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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