HEMPEL KATHLEEN J
Form 4
December 16, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEMPEL KATHLEEN J

(Last) (First) (Middle)

4591 SIGNATURE DRIVE

(Street)

MIDDLETON, WI 53562

(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)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								6,627	D (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	(2)							(2)	(2)	Common	600
Stock Options	(3)							(3)	(3)	Common	600
Stock Options	(4)							(4)	(4)	Common	600
Phantom Stock under Non-Employee Dir. Stock Owner. Plan	(5)	12/15/2005		A(5)		19.85		(5)	(5)	Common	(5)
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	1,589

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMPEL KATHLEEN J 4591 SIGNATURE DRIVE MIDDLETON, WI 53562	X			

Signatures

/s/ Robert T. Kenagy	12/16/2005
**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) The execution and filing of this report shall not be construed as an admission that for the purpose of Section 16 of the Securities and Exchange Act of 1934 the undersigned is the beneficial owner of 400 of the 800 shares held in joint tenancy by the undersigned and Mr. Hempel.

(2) 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.

(3) 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.

(4) 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.

(5) Grant of 19.85 phantom shares of common stock ("dividend equivalents") based on original grant of 1,059 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 12/15/05, 3,903.07 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

(6) 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.

(7) 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.

(8) Stock option awarded on 04/20/04 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.

(9) Stock option awarded on 04/19/05 at the option price of $64.73 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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