

WHIRLPOOL CORP /DE/

Form 4

April 19, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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2005  
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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 \*  
JOHNSTON MICHAEL F

(Last) (First) (Middle)

VISTEON CORPORATION, ONE  
VILLAGE CENTER DRIVE

(Street)

VAN BUREN TOWNSHIP,  
MI 48111

(City) (State) (Zip)

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

WHIRLPOOL CORP /DE/ [WHR]

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

04/18/2006

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)<br>Code V Amount (D) Price                                | 1,000                                                                                                              | D <sup>(1)</sup>                                                     |                                                                   |

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<br>Derivative<br>Security<br>(Instr. 3)                            | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |        |                                        |
|--------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------|----------------------------------------|
|                                                                                |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Phantom<br>Stock under<br>the<br>Nonemployee<br>Dir Equity<br>Plan | (2)                                                                   | 04/18/2006                              |                                                             | A                                       | (2)                                                                                                             | 591                                                            |     | (2)                                                                 | (2)                | Common | (2)                                    |
| Stock Options                                                                  | \$ 90.9                                                               | 04/18/2006                              |                                                             | A                                       | (3)                                                                                                             | 1,131                                                          |     | (3)                                                                 | (3)                | Common | 1,131                                  |
| Phantom<br>Stock under<br>Nonemployee<br>Dir Stock<br>Ownership<br>Plan        | (4)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (4)                                                                 | (4)                | Common | (4)                                    |
| Stock Options                                                                  | (5)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (5)                                                                 | (5)                | Common | 600                                    |
| Stock Options                                                                  | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (6)                                                                 | (6)                | Common | 1,589                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| JOHNSTON MICHAEL F<br>VISTEON CORPORATION<br>ONE VILLAGE CENTER DRIVE<br>VAN BUREN TOWNSHIP, MI 48111 | X             |           |         |       |

## Signatures

/s/ Robert T.  
Kenagy

04/19/2006

\*\*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) 400 shares are held in the name of the undersigned's broker.

(2) Deferral of receipt of stock compensation awarded under the Nonemployee Director Equity Plan in a transaction exempt under Rule 16b-3(d). Shares of stock are payable in common stock of the company in a one-for-one basis following the reporting person's departure from the board. As of 04/18/06, 1,436.098 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

(3) Stock option awarded on 04/18/06 at the option price of \$90.90 per share under the Nonemployee Director Equity Plan. All shares will become exercisable six months after the award date. The expiration date is either 20 years from the award date or the second anniversary of the date the Director ceases being a Director.

(4) Original deferral of 400 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 03/15/06, the latest date for which information is reasonably available, 419.65 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

(5) 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.

(6) 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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