

JOHNSTON MICHAEL F  
Form 4  
September 16, 2005

**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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burden hours per  
response... 0.5

(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)

09/15/2005

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			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 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
Deferred Phantom Stock under the Nonemployee Dir Equity Plan	(2)	09/15/2005		A(2)		4.018		(2)	(2)	Common	(2)
Phantom Stock under Nonemployee Dir Stock Ownership Plan	(3)	09/15/2005		A(3)		2.3		(3)	(3)	Common	(3)
Stock Options	(4)							(4)	(4)	Common	600
Stock Options	(5)							(5)	(5)	Common	1,589

## Reporting Owners

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

## Signatures

/s/ Robert T.  
Kenagy

09/16/2005

                                          Date  
\*\*Signature of  
Reporting Person

## 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).

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- (1) 400 shares are held in the name of the undersigned's broker.

Grant of 4.018 phantom shares of common stock ("dividend equivalents") based on original grant of 827 phantom share deferral 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 09/15/05, 836.809 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.

- (2) Grant of 2.30 phantom shares of common stock ("dividend equivalents") based on original grant 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 09/15/05, 415.51 total phantom shares deferred, which includes dividend equivalents earned in phantom restricted stock.
- (3) 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.

- (4) Stock option awarded on 04/19/05 at the option price of \$64.73 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.
- (5)

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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