

WACHOVIA CORP NEW  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
MCFAYDEN SHANNON W

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S. COLLEGE STREET

(Street)

CHARLOTTE, NC 28288

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WACHOVIA CORP NEW [WB]

3. Date of Earliest Transaction (Month/Day/Year)  
12/31/2008

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)  
SEVP, HR & Corp Relations Dir.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2008		D		438.6255	D	\$ 0 (1)
Common Stock	12/31/2008		F		7,110	D	\$ 5.54
Common Stock	12/31/2008		D		85,545 (2)	D	\$ 0 (1)

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

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SEC 1474 (9-02)

number.

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ESOP <sup>(3)</sup>	\$ 54.9375	12/31/2008		D	1,820	04/20/2000	04/19/2009	Common Stock	1,820
ESOP (Right to Buy) <sup>(5)</sup>	\$ 54.9375	12/31/2008		D	8,540	04/20/2000	04/20/2009	Common Stock	8,540
ESOP <sup>(3)</sup>	\$ 34.9375	12/31/2008		D	13,500	12/14/2000	12/14/2009	Common Stock	13,500
ESOP <sup>(3)</sup>	\$ 31.5625	12/31/2008		D	31,500	01/31/2001	01/03/2010	Common Stock	31,500
ESOP <sup>(3)</sup>	\$ 30.4	12/31/2008		D	22,500	04/17/2002 <sup>(6)</sup>	04/17/2011	Common Stock	22,500
ESOP <sup>(3)</sup>	\$ 34.92	12/31/2008		D	62,000	12/31/2003	07/31/2011	Common Stock	62,000
ESOP <sup>(3)</sup>	\$ 37.98	12/31/2008		D	14,917	04/16/2003 <sup>(7)</sup>	04/16/2012	Common Stock	14,917
ESOP <sup>(3)</sup>	\$ 37.43	12/31/2008		D	9,256	04/22/2004 <sup>(8)</sup>	04/22/2013	Common Stock	9,256
ESOP <sup>(3)</sup>	\$ 44.65	12/31/2008		D	10,477	04/19/2005 <sup>(9)</sup>	04/19/2014	Common Stock	10,477
ESOP <sup>(10)</sup>	\$ 50.38	12/31/2008		D	28,999	04/18/2006 <sup>(11)</sup>	04/18/2015	Common Stock	28,999
ESOP (Right to Buy) <sup>(12)</sup>	\$ 56.05	12/31/2008		D	46,992	03/31/2007 <sup>(13)</sup>	03/30/2016	Common Stock	46,992
ESOP (Right to Buy) <sup>(14)</sup>	\$ 58.36	12/31/2008		D	15,521	02/20/2008 <sup>(15)</sup>	02/20/2017	Common Stock	15,521
ESOP (Right to	\$ 41	12/31/2008		D	16,295	02/19/2009 <sup>(17)</sup>	02/19/2018	Common Stock	16,295



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- (11) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning April 18, 2006.
- (12) Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the withholding of shares in payment of the exercise price.
- (13) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning March 31, 2007.
- (14) Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the withholding of shares in payment of the exercise price.
- (15) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning Feb 20, 2008.
- (16) Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the withholding of shares in payment of the exercise price.
- (17) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning Feb. 19, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.