

WACHOVIA CORP NEW

Form 4

January 05, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlson Peter M

(Last) (First) (Middle)

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
____X____ Officer (give title ____ Other (specify
below) below)

Principal Acct Off

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)
Common Stock	12/31/2008		D	310.8945	D \$ 0 (1)	0	I By 401K
Common Stock	12/31/2008		F	3,377	D \$ 5.54	9,319.13	D
Common Stock	12/31/2008		D	9,319.13	D \$ 0 (1)	0	D

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

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information contained in this form are not
required to respond unless the form
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ESOP (Right to Buy) ⁽²⁾	\$ 37.43	12/31/2008		D	1,561	04/22/2004 ⁽³⁾ 04/22/2013	Common Stock 1,561
ESOP (Right to Buy) ⁽²⁾	\$ 44.65	12/31/2008		D	3,048	04/19/2005 ⁽⁵⁾ 07/19/2014	Common Stock 3,048
ESOP (Right to Buy) ⁽²⁾	\$ 50.38	12/31/2008		D	3,750	04/18/2006 ⁽⁶⁾ 04/18/2015	Common Stock 3,750
ESOP (Right to Buy) ⁽²⁾	\$ 56.05	12/31/2008		D	5,625	03/31/2007 ⁽⁷⁾ 03/31/2016	Common Stock 5,625
ESOP (Right to Buy) ⁽⁸⁾	\$ 58.36	12/31/2008		D	2,963	02/20/2008 ⁽⁹⁾ 02/20/2017	Common Stock 2,963
ESOP (Right to Buy) ⁽¹⁰⁾	\$ 33.79	12/31/2008		D	7,474	02/19/2009 ⁽¹¹⁾ 02/19/2018	Common Stock 7,474

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carlson Peter M 301 S. COLLEGE STREET CHARLOTTE, NC 28288	Principal Acct Off

Signatures

Peter M.
Carlson

01/04/2009

__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) Shares disposed of in the merger between Wachovia Corporation and Wells Fargo & Company pursuant to which each share of Wachovia Corporation common stock was exchanged for .1991 shares of Wells Fargo common stock.
- (2) 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.
- (3) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/22/2004
- (4) In the merger of Wachovia Corporation and Wells Fargo & Company, each outstanding option to purchase Wachovia Corporation common stock was converted to an option to purchase Wells Fargo stock on substantially the same terms, except that the number of options was adjusted by multiplying the number of Wachovia Corporation options by .1991 and the exercise price was adjusted by dividing the Wachovia Corporation exercise price by .1991.
- (5) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 04/19/2005.
- (6) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 04/18/2006.
- (7) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 03/31/2007.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.

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