

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 *
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
__X__ Officer (give title ____ Other (specify
below) below)

SEVP, HR & Corp Relations Dir.

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	12/31/2008		D		438.6255	D \$ 0 <u>(1)</u>	0	I	by 401(K)
Common Stock	12/31/2008		F		7,110	D \$ 5.54	85,545	D	
Common Stock	12/31/2008		D		85,545 <u>(2)</u>	D \$ 0 <u>(1)</u>	0	D	

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ESOP ⁽³⁾	\$ 54.9375	12/31/2008		D	1,820	04/20/2000 04/19/2009	Common Stock 1,820
ESOP (Right to Buy) ⁽⁵⁾	\$ 54.9375	12/31/2008		D	8,540	04/20/2000 04/20/2009	Common Stock 8,540
ESOP ⁽³⁾	\$ 34.9375	12/31/2008		D	13,500	12/14/2000 12/14/2009	Common Stock 13,500
ESOP ⁽³⁾	\$ 31.5625	12/31/2008		D	31,500	01/31/2001 01/03/2010	Common Stock 31,500
ESOP ⁽³⁾	\$ 30.4	12/31/2008		D	22,500	04/17/2002 ⁽⁶⁾ 04/17/2011	Common Stock 22,500
ESOP ⁽³⁾	\$ 34.92	12/31/2008		D	62,000	12/31/2003 07/31/2011	Common Stock 62,000
ESOP ⁽³⁾	\$ 37.98	12/31/2008		D	14,917	04/16/2003 ⁽⁷⁾ 04/16/2012	Common Stock 14,917
ESOP ⁽³⁾	\$ 37.43	12/31/2008		D	9,256	04/22/2004 ⁽⁸⁾ 04/22/2013	Common Stock 9,256
ESOP ⁽³⁾	\$ 44.65	12/31/2008		D	10,477	04/19/2005 ⁽⁹⁾ 04/19/2014	Common Stock 10,477
ESOP ⁽¹⁰⁾	\$ 50.38	12/31/2008		D	28,999	04/18/2006 ⁽¹¹⁾ 04/18/2015	Common Stock 28,999
ESOP (Right to Buy) ⁽¹²⁾	\$ 56.05	12/31/2008		D	46,992	03/31/2007 ⁽¹³⁾ 03/30/2016	Common Stock 46,992
ESOP (Right to Buy) ⁽¹⁴⁾	\$ 58.36	12/31/2008		D	15,521	02/20/2008 ⁽¹⁵⁾ 02/20/2017	Common Stock 15,521
ESOP (Right to	\$ 41	12/31/2008		D	16,295	02/19/2009 ⁽¹⁷⁾ 02/19/2018	Common Stock 16,295

Buy) ⁽¹⁶⁾

ESOP

(Right to Buy) ⁽¹⁶⁾	\$ 48	12/31/2008	D	19,011	02/19/2009 ⁽¹⁷⁾	02/19/2018	Common Stock	19,011
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ESOP

(Right to Buy) ⁽¹⁶⁾	\$ 33.79	12/31/2008	D	32,850	02/19/2009 ⁽¹⁷⁾	02/19/2018	Common Stock	32,850
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28288			SEVP, HR & Corp Relations Dir.	

Signatures

Shannon W. McFayden	01/04/2009
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<u> </u> Signature of Reporting Person	Date
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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) Includes 41,063 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (3) 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. The exercise of certain options in any one-year is limited to 100,000 dollars.
- (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) 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.
- (6) The option vests in the following increments: 7,500 shares on 4/17/02, 4/17/03 and 4/17/04.
- (7) The option vests in three equal installments, beginning on April 16, 2003.
- (8) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning on April 22, 2004.
- (9) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning April 19, 2005.
- (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.

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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.

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