

WACHOVIA CORP NEW

Form 4

February 21, 2008

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 *
KELLY STANHOPE A

(Last) (First) (Middle)

**WACHOVIA CORPORATION, 932
KENLEIGH CIRCLE**

(Street)

WINSTON SALEM, NC 27106

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

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) below)

SEVP, Pres of Wealth Mgmt.

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) (A) or (D)	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	02/19/2008		A	43,800 (1)	A \$ 0	212,341.0436 (4)	D
Common Stock					1,815	I	By Daughter 2 (HK)
Common Stock					2,065	I	By Daughter
Common Stock					1,815.7163	I	By RSPSP Trust/401k

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

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(9-02)

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) ⁽³⁾	\$ 33.79	02/19/2008		A		43,800		02/19/2009 ⁽²⁾	02/19/2018	Common Stock	43,800
ESOP (Right to Buy) ⁽³⁾	\$ 41	02/19/2008		A		13,036		02/19/2009 ⁽²⁾	02/19/2018	Common Stock	13,036
ESOP (Right to Buy) ⁽³⁾	\$ 48	02/19/2008		A		15,209		02/19/2009 ⁽²⁾	02/19/2018	Common Stock	15,209

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KELLY STANHOPE A WACHOVIA CORPORATION 932 KENLEIGH CIRCLE WINSTON SALEM, NC 27106	SEVP, Pres of Wealth Mgmt.

Signatures

Stanhope A.
Kelly 02/20/2008

^{**}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).

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- (1) The 2008 Performance Retention restricted stock award vest in substantially equal installments on each of the 3 anniversaries of the date of grant beginning Feb. 19, 2009, assuming that certain financial performance targets are met.
- (2) 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.
- (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.
- (4) Includes 102,049 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of share s to satisfy tax withholding obligations.

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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