

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 *
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)

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, Pres of Wealth Mgmt.

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		2,549.4371	D	\$ 0 <u>(1)</u>	0	I	By RSPSP Trust/401k
Common Stock	12/31/2008		D		1,815	D	\$ 0 <u>(1)</u>	0	I	By Daughter 2 (HK)
Common Stock	12/31/2008		D		2,065	D	\$ 0 <u>(1)</u>	0	I	By Daughter
Common Stock	12/31/2008		F		13,052	D	\$ 5.54	183,360.0436	D	
Common Stock	12/31/2008		D		183,360.0436 ⁽²⁾	D	\$ 0 <u>(1)</u>	0	D	

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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 Underlying Securities (Instr. 3 and 4)	Amount Number Share
ESOP (Right to Buy) ⁽³⁾	\$ 42.91	12/31/2008		D	2,330	01/22/2000 ⁽⁴⁾ 01/22/2009	Common Stock	2,330
ESOP (Right to Buy) ⁽⁶⁾	\$ 32	12/31/2008		D	3,124	01/28/2001 ⁽⁷⁾ 01/28/2010	Common Stock	3,124
ESOP (Right to Buy) ⁽⁸⁾	\$ 42.91	12/31/2008		D	47,670	01/22/2000 ⁽⁹⁾ 01/22/2009	Common Stock	47,670
ESOP (Right to Buy) ⁽⁸⁾	\$ 44.59	12/31/2008		D	40,000	04/23/2000 ⁽¹⁰⁾ 04/23/2009	Common Stock	40,000
ESOP (Right to Buy) ⁽⁸⁾	\$ 32	12/31/2008		D	76,876	01/28/2001 ⁽⁷⁾ 01/28/2010	Common Stock	76,876
ESOP (Right to Buy) ⁽⁸⁾	\$ 25.59	12/31/2008		D	80,000	10/27/2001 ⁽¹¹⁾ 10/27/2010	Common Stock	80,000
ESOP (Right to Buy) ⁽⁸⁾	\$ 33.69	12/31/2008		D	120,000	01/26/2002 ⁽¹²⁾ 01/26/2011	Common Stock	120,000
ESOP (Right to Buy) ⁽⁸⁾	\$ 37.98	12/31/2008		D	119,350	04/16/2003 ⁽¹³⁾ 04/16/2012	Common Stock	119,350
ESOP (Right to Buy) ⁽⁸⁾	\$ 37.43	12/31/2008		D	104,496	04/22/2004 ⁽¹⁴⁾ 04/22/2013	Common Stock	104,496
	\$ 44.65	12/31/2008		D	61,461	04/19/2005 ⁽¹⁶⁾ 04/19/2014		61,461

ESOP (15)								Common Stock	
ESOP (17)	\$ 50.38	12/31/2008	D	64,441	04/18/2006 ⁽¹⁸⁾	04/18/2015	Common Stock	64,	
ESOP (Right to Buy) ⁽⁸⁾	\$ 56.05	12/31/2008	D	78,320	03/31/2007 ⁽¹⁹⁾	03/30/2016	Common Stock	78,	
ESOP (Right to Buy) ⁽²⁰⁾	\$ 58.36	12/31/2008	D	25,397	02/20/2008 ⁽²¹⁾	02/20/2017	Common Stock	25,	
ESOP (Right to Buy) ⁽²²⁾	\$ 41	12/31/2008	D	13,036	02/19/2009 ⁽²³⁾	02/19/2018	Common Stock	13,	
ESOP (Right to Buy) ⁽²²⁾	\$ 48	12/31/2008	D	15,209	02/19/2009 ⁽²³⁾	02/19/2018	Common Stock	15,	
ESOP (Right to Buy) ⁽²²⁾	\$ 33.79	12/31/2008	D	43,800	02/19/2009 ⁽²³⁾	02/19/2018	Common Stock	43,	

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

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) Includes 43,800 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) The option becomes exercisable in 20% increments on each of January 22, 2000, 2001, 2002, 2003, and 2004, respectively.

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- (5) 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.
- (6) 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.
- (7) The option becomes exercisable in 20% increments on each of January 28, 2001, 2002, 2003, 2004, and 2005, respectively.
- (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 20% increments on each of January 22, 2000, 2001, 2002, 2003, and 2004, respectively.
- (10) The option becomes exercisable in 20% increments on each of April 23, 2000, 2001, 2002, 2003, and 2004, respectively.
- (11) The option becomes exercisable in 20% increments on each of October 27, 2001, 2002, 2003, 2004, and 2005, respectively.
- (12) The option becomes exercisable in 33.33% increments on each of January 26, 2002, 2003, and 2004, respectively.
- (13) The option vests in three equal annual installments, beginning on 4/16/2003.
- (14) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/22/04.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) 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.
- (22) 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.
- (23) 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.