

KELLY STANHOPE A

Form 4

November 22, 2004

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)

11/22/2004

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 below) ____ Other (specify 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)
Common Stock	11/22/2004		M	7,000 A	\$ 16.94	174,571.2906	D
Common Stock	11/22/2004		F	2,257 (1) D	\$ 52.52	172,314.2906 (2)	D
Common Stock					900	I	By Daughter
Common Stock					750	I	By Daughter 2 (HK)
Common Stock					1,528.6026	I	By RSPSP Trust

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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 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)	\$ 16.94	11/22/2004		M	7,000	01/27/1996 ⁽⁴⁾ 01/27/2005	Common Stock 7,000

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 11/22/2004

**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) In addition to the 2,257 shares withheld, 92.36 was paid in cash.

(2) Includes 125,544 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.

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- (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 27, 1996, 1997, 1998, 1999, and 2000, respectively.

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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