

CARROLL DAVID M
Form 4
January 29, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARROLL DAVID M

(Last) (First) (Middle)

WACHOVIA CORPORATION, ONE WACHOVIA CENTER

(Street)

CHARLOTTE, NC 28288-0009

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2007

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)
SEVP Sp Fin and Corp Supp Serv

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) | 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 | | | | | 428,3052 | I | By 401(k) plan |
| Common Stock | 01/25/2007 | | M | | 623 | A | \$ 40.13 125,978.1196 D |
| Common Stock | 01/25/2007 | | S | | 623 | D | \$ 56.4 125,355.1196 D |
| Common Stock | 01/25/2007 | | M | | 1,869 | A | \$ 40.13 127,224.1196 D |
| | 01/25/2007 | | S | | 1,332 | D | \$ 56.39 125,892.1196 D |

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| | | | | | | | |
|--------------|------------|------------------|---------|---|------------|--------------------------------|---|
| Common Stock | | | | | | | |
| Common Stock | 01/25/2007 | M | 17,031 | A | \$ 40.13 | 142,923.1196 | D |
| Common Stock | 01/25/2007 | S | 13,797 | D | \$ 56.3994 | 129,126.1196 | D |
| Common Stock | 01/25/2007 | M | 5,677 | A | \$ 40.13 | 134,803.1196 | D |
| Common Stock | 01/25/2007 | S | 5,677 | D | \$ 56.4 | 129,126.1196 | D |
| Common Stock | 01/25/2007 | M | 60,000 | A | \$ 27.5625 | 189,126.1196 | D |
| Common Stock | 01/25/2007 | S | 60,000 | D | \$ 56.0273 | 129,126.1196 | D |
| Common Stock | 01/25/2007 | M | 70,000 | A | \$ 27.5625 | 199,126.1196 | D |
| Common Stock | 01/25/2007 | S | 48,459 | D | \$ 56.1564 | 150,667.1196 | D |
| Common Stock | 01/25/2007 | M ⁽⁵⁾ | 110,000 | A | \$ 27.5625 | 260,667.1196 | D |
| Common Stock | 01/25/2007 | F | 76,644 | D | \$ 56.26 | 184,023.1196 ⁽⁶⁾ | D |

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 Number of Shares |
| ESOP ⁽¹⁾ | \$ 40.13 | 01/25/2007 | | M | 623 | 04/15/1998 04/15/2007 | Common Stock 62 |
| ESOP ⁽¹⁾ | \$ 40.13 | 01/25/2007 | | M | 1,869 | 04/15/1998 04/15/2007 | Common Stock 1,869 |

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| | | | | | | | | |
|---------------------------------------|------------|------------|---|---------|---------------------------|------------|--------------|---------|
| ESOP (Right to Buy) ⁽²⁾ | \$ 40.13 | 01/25/2007 | M | 17,031 | 04/15/1998 | 04/15/2007 | Common Stock | 17,031 |
| ESOP (Right to Buy) ⁽²⁾ | \$ 40.13 | 01/25/2007 | M | 5,677 | 04/15/1998 | 04/15/2007 | Common Stock | 5,677 |
| ESOP (Right to Buy) ⁽³⁾ | \$ 27.5625 | 01/25/2007 | M | 60,000 | 10/17/2001 ⁽⁴⁾ | 10/17/2010 | Common Stock | 60,000 |
| ESOP (Right to Buy) ⁽³⁾ | \$ 27.5625 | 01/25/2007 | M | 70,000 | 10/17/2001 ⁽⁴⁾ | 10/17/2010 | Common Stock | 70,000 |
| ESOP (Right to Buy) ⁽³⁾ | \$ 27.5625 | 01/25/2007 | M | 110,000 | 10/17/2001 ⁽⁴⁾ | 10/17/2010 | Common Stock | 110,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARROLL DAVID M WACHOVIA CORPORATION ONE WACHOVIA CENTER CHARLOTTE, NC 28288-0009 | | | SEVP Sp Fin and Corp Supp Serv | |

Signatures

David M. 01/29/2007
Carroll

 **Signature of Date
Reporting Person

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) 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.
- (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) 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) The option vests in the following increments: 80,000 shares annually beginning 10/17/2001
- (5) The exercise price for the 110,000 shares was paid by delivering 76,644 shares of common stock at a fair market value of \$56.26, plus \$77.87 in cash.
- (6) As of 1/25/2007, includes 65,124 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares 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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