

CARROLL DAVID M  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
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  
 Officer (give title below)  Other (specify below)  
SEVP & Head of Cap. 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)	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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	12/31/2008		F		23,855	\$ 5.54	D
Common Stock	12/31/2008		D		294,734.1196 (1)	\$ 0 (2)	0
Common Stock	12/31/2008		D		762.5943	\$ 0 (2)	0
							I
							By 401(k) plan

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

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**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
ESOP (Right to Buy) <sup>(3)</sup>	\$ 54.9375	12/31/2008		D	1,820	04/20/2000	04/20/2009	Common Stock	1,820
ESOP (Right to Buy) <sup>(5)</sup>	\$ 54.9375	12/31/2008		D	24,780	04/20/2000	04/20/2009	Common Stock	24,780
ESOP (Right to Buy) <sup>(5)</sup>	\$ 34.9375	12/31/2008		D	36,450	12/14/2000	12/14/2009	Common Stock	36,450
ESOP (Right to Buy) <sup>(5)</sup>	\$ 31.5625	12/31/2008		D	85,050	01/03/2001	01/03/2010	Common Stock	85,050
ESOP (Right to Buy) <sup>(5)</sup>	\$ 30.4	12/31/2008		D	150,000	04/17/2002 <sup>(6)</sup>	04/17/2011	Common Stock	150,000
ESOP (Right to Buy) <sup>(5)</sup>	\$ 34.92	12/31/2008		D	178,300	07/31/2002	07/31/2011	Common Stock	178,300
ESOP (Right to Buy) <sup>(5)</sup>	\$ 37.98	12/31/2008		D	118,671	04/16/2003 <sup>(7)</sup>	04/16/2012	Common Stock	118,671
ESOP (Right to Buy) <sup>(5)</sup>	\$ 37.43	12/31/2008		D	148,431	04/22/2004 <sup>(8)</sup>	04/22/2013	Common Stock	148,431
ESOP <sup>(9)</sup>	\$ 44.65	12/31/2008		D	96,032	04/19/2005 <sup>(10)</sup>	04/19/2014	Common Stock	96,032
ESOP <sup>(11)</sup>	\$ 50.38	12/31/2008		D	88,606	04/18/2006 <sup>(12)</sup>	04/18/2015	Common Stock	88,606
ESOP (Right to Buy)	\$ 56.05	12/31/2008		D	107,690	03/31/2007 <sup>(14)</sup>	03/30/2016	Common Stock	107,690

Buy) <sup>(13)</sup>

ESOP

(Right to Buy) <sup>(15)</sup>	\$ 58.36	12/31/2008	D	35,274	02/20/2008 <sup>(16)</sup>	02/20/2017	Common Stock	35,
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ESOP

(Right to Buy) <sup>(17)</sup>	\$ 41	12/31/2008	D	81,473	02/19/2009 <sup>(18)</sup>	02/19/2018	Common Stock	81,
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ESOP

(Right to Buy) <sup>(17)</sup>	\$ 48	12/31/2008	D	95,052	02/19/2009 <sup>(18)</sup>	02/19/2018	Common Stock	95,
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ESOP

(Right to Buy) <sup>(17)</sup>	\$ 33.79	12/31/2008	D	82,125	02/19/2009 <sup>(18)</sup>	02/19/2018	Common Stock	82,
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## 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 & Head of Cap. MGMT	

## Signatures

David M. 07/19/2005  
Carroll

<sup>\*\*</sup>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) Includes 116,343 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (2) 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.
- (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: 50,000 shares on 4/17/02, 4/17/03 and 4/17/04.
- (7) The option vests in three equal annual installments, beginning on 4/16/2003.

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- (8) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/22/2004.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (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.
- (16) 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.
- (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 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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