

WACHOVIA CORP NEW  
Form 4  
January 05, 2009

**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 \*  
MCFAYDEN SHANNON W

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S. COLLEGE STREET

(Street)

CHARLOTTE, NC 28288

(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 below) \_\_\_ Other (specify below)  
SEVP, HR & Corp Relations Dir.

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2008		D		438.6255	D	\$ 0 (1)
Common Stock	12/31/2008		F		7,110	D	\$ 5.54
Common Stock	12/31/2008		D		85,545 (2)	D	\$ 0 (1)

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

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number.

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ESOP <sup>(3)</sup>	\$ 54.9375	12/31/2008		D	1,820	04/20/2000	04/19/2009	Common Stock	1,820
ESOP (Right to Buy) <sup>(5)</sup>	\$ 54.9375	12/31/2008		D	8,540	04/20/2000	04/20/2009	Common Stock	8,540
ESOP <sup>(3)</sup>	\$ 34.9375	12/31/2008		D	13,500	12/14/2000	12/14/2009	Common Stock	13,500
ESOP <sup>(3)</sup>	\$ 31.5625	12/31/2008		D	31,500	01/31/2001	01/03/2010	Common Stock	31,500
ESOP <sup>(3)</sup>	\$ 30.4	12/31/2008		D	22,500	04/17/2002 <sup>(6)</sup>	04/17/2011	Common Stock	22,500
ESOP <sup>(3)</sup>	\$ 34.92	12/31/2008		D	62,000	12/31/2003	07/31/2011	Common Stock	62,000
ESOP <sup>(3)</sup>	\$ 37.98	12/31/2008		D	14,917	04/16/2003 <sup>(7)</sup>	04/16/2012	Common Stock	14,917
ESOP <sup>(3)</sup>	\$ 37.43	12/31/2008		D	9,256	04/22/2004 <sup>(8)</sup>	04/22/2013	Common Stock	9,256
ESOP <sup>(3)</sup>	\$ 44.65	12/31/2008		D	10,477	04/19/2005 <sup>(9)</sup>	04/19/2014	Common Stock	10,477
ESOP <sup>(10)</sup>	\$ 50.38	12/31/2008		D	28,999	04/18/2006 <sup>(11)</sup>	04/18/2015	Common Stock	28,999
ESOP (Right to Buy) <sup>(12)</sup>	\$ 56.05	12/31/2008		D	46,992	03/31/2007 <sup>(13)</sup>	03/30/2016	Common Stock	46,992
ESOP (Right to Buy) <sup>(14)</sup>	\$ 58.36	12/31/2008		D	15,521	02/20/2008 <sup>(15)</sup>	02/20/2017	Common Stock	15,521
ESOP (Right to	\$ 41	12/31/2008		D	16,295	02/19/2009 <sup>(17)</sup>	02/19/2018	Common Stock	16,295

Buy) <sup>(16)</sup>									
ESOP									
(Right to Buy) <sup>(16)</sup>	\$ 48	12/31/2008		D	19,011	02/19/2009 <sup>(17)</sup>	02/19/2018	Common Stock	19,011
ESOP									
(Right to Buy) <sup>(16)</sup>	\$ 33.79	12/31/2008		D	32,850	02/19/2009 <sup>(17)</sup>	02/19/2018	Common Stock	32,850

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28288			SEVP, HR & Corp Relations Dir.	

**Signatures**

Shannon W.                                 01/04/2009  
McFayden

<sup>\*\*</sup>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 41,063 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) 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: 7,500 shares on 4/17/02, 4/17/03 and 4/17/04.
- (7) The option vests in three equal installments, beginning on April 16, 2003.
- (8) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% pe r year), beginning on April 22, 2004.
- (9) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% pe r year), beginning April 19, 2005.
- (10) 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.

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- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.