

CARROLL DAVID M
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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	(A) or (D)	Price
Common Stock	12/31/2008		F		23,855	D	\$ 5.54
Common Stock	12/31/2008		D		294,734.1196 (1)	D	\$ 0 (2)
Common Stock	12/31/2008		D		762.5943	D	\$ 0 (2)
						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) ⁽³⁾	\$ 54.9375	12/31/2008		D	1,820	04/20/2000	04/20/2009	Common Stock	1,820
ESOP (Right to Buy) ⁽⁵⁾	\$ 54.9375	12/31/2008		D	24,780	04/20/2000	04/20/2009	Common Stock	24,780
ESOP (Right to Buy) ⁽⁵⁾	\$ 34.9375	12/31/2008		D	36,450	12/14/2000	12/14/2009	Common Stock	36,450
ESOP (Right to Buy) ⁽⁵⁾	\$ 31.5625	12/31/2008		D	85,050	01/03/2001	01/03/2010	Common Stock	85,050
ESOP (Right to Buy) ⁽⁵⁾	\$ 30.4	12/31/2008		D	150,000	04/17/2002 ⁽⁶⁾	04/17/2011	Common Stock	150,000
ESOP (Right to Buy) ⁽⁵⁾	\$ 34.92	12/31/2008		D	178,300	07/31/2002	07/31/2011	Common Stock	178,300
ESOP (Right to Buy) ⁽⁵⁾	\$ 37.98	12/31/2008		D	118,671	04/16/2003 ⁽⁷⁾	04/16/2012	Common Stock	118,671
ESOP (Right to Buy) ⁽⁵⁾	\$ 37.43	12/31/2008		D	148,431	04/22/2004 ⁽⁸⁾	04/22/2013	Common Stock	148,431
ESOP ⁽⁹⁾	\$ 44.65	12/31/2008		D	96,032	04/19/2005 ⁽¹⁰⁾	04/19/2014	Common Stock	96,032
ESOP ⁽¹¹⁾	\$ 50.38	12/31/2008		D	88,606	04/18/2006 ⁽¹²⁾	04/18/2015	Common Stock	88,606
ESOP (Right to Buy)	\$ 56.05	12/31/2008		D	107,690	03/31/2007 ⁽¹⁴⁾	03/30/2016	Common Stock	107,690

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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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