

MCFAYDEN SHANNON W
 Form 4
 January 25, 2006

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 *
 MCFAYDEN SHANNON W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE WACHOVIA CENTER, 301 S. COLLEGE ST.

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SEVP, Corp. Comm. Affairs

(Street)
 CHARLOTTE, NC 28288

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | | 151.1629 | I | by 401(K) |
| Common Stock | 01/23/2006 | | M | 782 A | \$ 29.25 28,843 | D | |
| Common Stock | 01/23/2006 | | S | 575 D | \$ 51.66 28,268 | D | |
| Common Stock | 01/23/2006 | | M ⁽³⁾ | 3,418 A | \$ 29.25 31,686 | D | |
| Common Stock | 01/23/2006 | | F | 1,937 D | \$ 51.59 29,749 ⁽⁴⁾ | D | |

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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.

- (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. The exercise of certain options in any one-year is limited to 100,000 dollars.
- (3) The exercise price for the 3,418 shares was paid by delivering 1,937 shares of common stock at a fair market value of \$51.59, plus \$96.67 in cash.
- (4) Includes 10,780 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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