

WACHOVIA CORP NEW

Form 4

January 05, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Enos Gerald Adams JR

(Last) (First) (Middle)

WACHOVIA CORPORATION, 301
SOUTH COLLEGE STREET

(Street)

CHARLOTTE, NC

(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 ____ Other (specify
below) below)

SEVP Ops., Tech & eComm

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 Beneficial Ownership (Instr. 4)
Common Stock	12/31/2008		D	2	\$ 0 (1)	0	I By Son
Common Stock	12/31/2008		D	987.4234	\$ 0 (1)	0	I By 401k
Common Stock	12/31/2008		F	8,426	\$ 5.54	69,947.462	D
Common Stock	12/31/2008		D	69,947.462 (2)	\$ 0 (1)	0	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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ESOP (Right to Buy) ⁽³⁾	\$ 42.91	12/31/2008		D	2,432	01/22/2000 ⁽⁴⁾ 01/22/2009	Common Stock 2,432
ESOP (Right to Buy) ⁽³⁾	\$ 32	12/31/2008		D	1,649	01/28/2001 ⁽⁶⁾ 01/28/2010	Common Stock 1,649
ESOP (Right to Buy) ⁽³⁾	\$ 24.34	12/31/2008		D	4	12/18/2001 12/18/2010	Common Stock 4
ESOP (Right to Buy) ⁽⁷⁾	\$ 42.91	12/31/2008		D	8,568	01/22/2000 ⁽⁴⁾ 01/22/2009	Common Stock 8,568
ESOP (Right to Buy) ⁽⁷⁾	\$ 37.98	12/31/2008		D	9,796	04/16/2003 ⁽⁸⁾ 04/16/2012	Common Stock 9,796
ESOP (Right to Buy) ⁽⁷⁾	\$ 37.43	12/31/2008		D	23,718	04/22/2004 ⁽⁹⁾ 04/22/2013	Common Stock 23,718
ESOP (Right to Buy) ⁽⁷⁾	\$ 44.65	12/31/2008		D	22,864	04/19/2005 ⁽¹⁰⁾ 04/19/2014	Common Stock 22,864
ESOP (Right to Buy) ⁽⁷⁾	\$ 50.38	12/31/2008		D	20,777	04/18/2006 ⁽¹¹⁾ 04/18/2015	Common Stock 20,777
ESOP (Right to Buy) ⁽⁷⁾	\$ 56.05	12/31/2008		D	58,740	03/31/2007 ⁽¹²⁾ 03/30/2016	Common Stock 58,740

ESOP (Right to Buy) ⁽¹³⁾	\$ 58.36	12/31/2008	D	19,048	02/20/2008 ⁽¹⁴⁾	02/20/2017	Common Stock	19,048
ESOP (Right to Buy) ⁽¹⁵⁾	\$ 41	12/31/2008	D	25,257	02/19/2009 ⁽¹⁶⁾	02/19/2018	Common Stock	25,257
ESOP (Right to Buy) ⁽¹⁵⁾	\$ 48	12/31/2008	D	29,466	02/19/2009 ⁽¹⁶⁾	02/19/2018	Common Stock	29,466
ESOP (Right to Buy) ⁽¹⁵⁾	\$ 33.79	12/31/2008	D	43,800	02/19/2009 ⁽¹⁶⁾	02/19/2018	Common Stock	43,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Enos Gerald Adams JR WACHOVIA CORPORATION 301 SOUTH COLLEGE STREET CHARLOTTE, NC			SEVP Ops., Tech & eComm	

Signatures

Gerald Adams
Enos JR 01/04/2009

 **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 45,169 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) The option becomes exercisable in 20% increments on each of January 22, 2000, 2001, 2002, 2003, and 2004, respectively.
- (5) 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.
- (6) The option becomes exercisable in 20% increments on each of January 28, 2001, 2002, 2003, 2004, and 2005, respectively.
- (7) 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.
- (8) The option vests in three equal installments beginning on 4/16/2003.

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- (9) 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.
- (10) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/19/2005.
- (11) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/18/2006.
- (12) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 3/31/2007.
- (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 Feb 20, 2008.
- (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. 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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