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WACHOVIA CORP NEW

Form 4

February 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(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)

(City)

Stock

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below)

SEVP, HR & Corp Relations Dir.

ONE WACHOVIA CENTER, 301 S. 02/19/2008 **COLLEGE STREET**

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHARLOTTE, NC 28288

		Tubic	i iton bu	ciivacive b	ccuiii	ics ricy	an ea, Disposea o	i, or beneficial	ny Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)	•		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					()		Reported		
					(A)		Transaction(s)		
			C = V	A 4	or (D)	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	02/19/2008		A	41,063	Α	\$0	95,145 (4)	D	
Stock	02/17/2000		11	(1)	11	ΨΟ)3,143 <u>~</u>	D	
C									
Common							233.5157	T	by 401(K)
Ctools							200.0101	-	0, 101(11)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
ESOP (Right to Buy) (3)	\$ 33.79	02/19/2008		A	32,850	02/19/2009(2)	02/19/2018	Common Stock	32,850
ESOP (Right to Buy) (3)	\$ 41	02/19/2008		A	16,295	02/19/2009(2)	02/19/2018	Common Stock	16,295
ESOP (Right to Buy) (3)	\$ 48	02/19/2008		A	19,011	02/19/2009(2)	02/19/2018	Common Stock	19,011

Reporting Owners

Reporting Owner Name / Address	Relationships
NEDULUII VIII INAILE / AUULESS	

10% Owner Officer Other Director

MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28288

SEVP, HR & Corp Relations Dir.

Signatures

Shannon W. 02/20/2008 McFayden

**Signature of Reporting 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).
- The 2008 Performance Retention restricted stock award vest in substantially equal installments on each of the 3 anniversaries of the date **(1)** of grant beginning Feb. 19, 2009, assuming that certain financial performance targets are met.
- The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) **(2)** beginning Feb. 19, 2009.
- Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the (3) withholding of shares in payment of the exercise price.

Reporting Owners 2

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(4) Includes 70,334 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.

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