

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 *
Clark Ranjana B

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S.
COLLEGE STREET

(Street)

CHARLOTTE, NC 28270

(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 & Chief Marketing Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|-------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 12/31/2008 | | F | | 3,314 | D \$ 5.54 | 56,528 | D | |
| Common Stock | 12/31/2008 | | D | | 56,528 ⁽¹⁾ | D <u>\$ 0 (2)</u> | 0 | D | |
| Common Stock | 12/31/2008 | | D | | 213.3577 | D \$ 0 (2) | 0 | I | 401K |

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

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(9-02)

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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 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 | 5,498 | 01/22/2000 ⁽⁴⁾ 01/22/2009 | Common Stock 5,498 |
| ESOP (Right to Buy) ⁽³⁾ | \$ 32 | 12/31/2008 | | D | 3,444 | 01/28/2001 ⁽⁶⁾ 01/28/2010 | Common Stock 3,444 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 37.98 | 12/31/2008 | | D | 35,000 | 04/16/2003 ⁽⁸⁾ 04/16/2012 | Common Stock 35,000 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 37.43 | 12/31/2008 | | D | 29,687 | 04/22/2004 ⁽⁹⁾ 04/22/2013 | Common Stock 29,687 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 44.65 | 12/31/2008 | | D | 12,381 | 04/19/2005 ⁽¹⁰⁾ 04/19/2014 | Common Stock 12,381 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 50.38 | 12/31/2008 | | D | 11,717 | 04/18/2006 ⁽¹¹⁾ 04/18/2015 | Common Stock 11,717 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 56.05 | 12/31/2008 | | D | 14,240 | 03/31/2007 ⁽¹²⁾ 03/31/2016 | Common Stock 14,240 |
| ESOP (Right to Buy) ⁽⁷⁾ | \$ 58.36 | 12/31/2008 | | D | 7,055 | 02/20/2008 ⁽¹³⁾ 02/28/2017 | Common Stock 7,055 |
| ESOP (Right to Buy) ⁽¹⁴⁾ | \$ 41 | 12/31/2008 | | D | 26,072 | 02/19/2009 ⁽¹⁵⁾ 02/19/2018 | Common Stock 26,072 |
| ESOP (Right to Buy) ⁽¹⁴⁾ | \$ 48 | 12/31/2008 | | D | 30,417 | 02/19/2009 ⁽¹⁵⁾ 02/19/2018 | Common Stock 30,417 |

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- (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. 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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