WACHOVIA CORP NEW

Form 4 January 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

2005 Estimated average

burden hours per response... 0.5

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Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Clark Ranjana B

2. Issuer Name and Ticker or Trading Symbol

WACHOVIA CORP NEW [WB]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

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

ONE WACHOVIA CENTER, 301 S. 12/31/2008

(First)

below) SEVP & Chief Marketing Officer

(Check all applicable)

COLLEGE STREET

(Street)

4. If Amendment, Date Original 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

Person

CHARLOTTE, NC 28270

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 ar	of (D) nd 5) (A) or		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		Code V F	Amount 3,314	(D)	Price \$ 5.54	56,528	D	
Common Stock	12/31/2008		D	56,528 (1)	D	\$ 0 (2)	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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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar	
ESOP (Right to Buy) (3)	\$ 42.91	12/31/2008		D	5,498	01/22/2000(4)	01/22/2009	Common Stock	5,49	
ESOP (Right to Buy) (3)	\$ 32	12/31/2008		D	3,444	01/28/2001(6)	01/28/2010	Common Stock	3,44	
ESOP (Right to Buy) (7)	\$ 37.98	12/31/2008		D	35,00	0 04/16/2003(8)	04/16/2012	Common Stock	35,00	
ESOP (Right to Buy) (7)	\$ 37.43	12/31/2008		D	29,68	7 04/22/2004(9)	04/22/2013	Common Stock	29,68	
ESOP (Right to Buy) (7)	\$ 44.65	12/31/2008		D	12,38	1 04/19/2005 <u>(10)</u>	04/19/2014	Common Stock	12,38	
ESOP (Right to Buy) (7)	\$ 50.38	12/31/2008		D	11,71	7 04/18/2006 <u>(11)</u>	04/18/2015	Common Stock	11,71	
ESOP (Right to Buy) (7)	\$ 56.05	12/31/2008		D	14,24	0 03/31/2007(12)	03/31/2016	Common Stock	14,24	
ESOP (Right to Buy) (7)	\$ 58.36	12/31/2008		D	7,055	02/20/2008(13)	02/28/2017	Common Stock	7,05	
ESOP (Right to Buy) (14)	\$ 41	12/31/2008		D	26,07	2 02/19/2009(15)	02/19/2018	Common Stock	26,07	
ESOP (Right to Buy) (14)	\$ 48	12/31/2008		D	30,41	7 02/19/2009 <u>(15)</u>	02/19/2018	Common Stock	30,41	

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ESOP

Buy) (14)

(Right to \$ 33.79 12/31/2008 D

27,375 02/19/2009(15) 02/19/2018

Common Stock

27,37

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Clark Ranjana B ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28270

SEVP & Chief Marketing Officer

Signatures

Ranjana B. 01/04/2009 Clark

**Signature of Date Reporting Person

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).
- Includes 34,219 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to **(1)** satisfy tax withholding obligations.
- Shares disposed of in the merger between Wachovia Corporation and Wells Fargo & Company pursuant to which each share of **(2)** Wachovia Corporation common stock was exchanged for .1991 shares of Wells Fargo common stock.
- 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. The exercise of certain options in any one year is limited to \$100,000 dollars.
- The option becomes exercisable in 20% increments on each of Jan. 22, 2000, 2001, 2002, 2003, and 2004 respectively. **(4)**
- 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 **(5)** 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 Jan. 28, 2001, 2002, 2003, 2004 and 2005 respectively.
- Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the **(7)** withholding of shares in payment of the exercise price.
- (8)The option vest in 3 equal installments beginning 4/16/2003.
- The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) (9)beginning4/22/2004.
- The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) (10)beginning4/29/2005.
- The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning4/18/20006.
- The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning (12)
- The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 2/20/2008.

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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.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.