

WACHOVIA CORP NEW  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carlson Peter M

(Last) (First) (Middle)  
301 S. COLLEGE STREET  
(Street)

CHARLOTTE, NC 28288

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Principal Acct Off

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2008		D		310.8945	D	\$ 0 (1)
Common Stock	12/31/2008		F		3,377	D	\$ 5.54
Common Stock	12/31/2008		D		9,319.13	D	\$ 0 (1)

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

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SEC 1474  
(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
ESOP (Right to Buy) <sup>(2)</sup>	\$ 37.43	12/31/2008		D	1,561	04/22/2004 <sup>(3)</sup> 04/22/2013	Common Stock	1,561
ESOP (Right to Buy) <sup>(2)</sup>	\$ 44.65	12/31/2008		D	3,048	04/19/2005 <sup>(5)</sup> 07/19/2014	Common Stock	3,048
ESOP (Right to Buy) <sup>(2)</sup>	\$ 50.38	12/31/2008		D	3,750	04/18/2006 <sup>(6)</sup> 04/18/2015	Common Stock	3,750
ESOP (Right to Buy) <sup>(2)</sup>	\$ 56.05	12/31/2008		D	5,625	03/31/2007 <sup>(7)</sup> 03/31/2016	Common Stock	5,625
ESOP (Right to Buy) <sup>(8)</sup>	\$ 58.36	12/31/2008		D	2,963	02/20/2008 <sup>(9)</sup> 02/20/2017	Common Stock	2,963
ESOP (Right to Buy) <sup>(10)</sup>	\$ 33.79	12/31/2008		D	7,474	02/19/2009 <sup>(11)</sup> 02/19/2018	Common Stock	7,474

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlson Peter M 301 S. COLLEGE STREET CHARLOTTE, NC 28288			Principal Acct Off	

## Signatures

Peter M.  
Carlson

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) 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.
- (3) 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  
  
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.
- (4) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 04/19/2005.
- (5) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 04/18/2006.
- (6) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 03/31/2007.
- (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 becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning Feb 20, 2008.
- (9) 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.
- (10) 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.
- (11)

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.