

WACHOVIA CORP NEW  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SEVP Ops., Tech & eComm

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                              | 2   | \$ 0<br>(1)   | 0  | I   | By Son  |
| Common Stock                    | 12/31/2008                           |  | D                              | 987.4234  | \$ 0<br>(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<br>(2)   | \$ 0<br>(1)   | 0  | D   |         |

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

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



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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. 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.