

WACHOVIA CORP NEW  
 Form 4  
 February 21, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 CARROLL DAVID M

(Last) (First) (Middle)

WACHOVIA CORPORATION, ONE WACHOVIA CENTER

(Street)

CHARLOTTE, NC 28288-0009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 WACHOVIA CORP NEW [WB]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2008

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 Sp Fin and Corp Supp Serv

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/19/2008		A		116,343 (1)	A	\$ 0
Common Stock					327,753.1196 (4)	D	
Common Stock					498.0405	I	By 401(k) plan

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

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SEC 1474 (9-02)

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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)
ESOP (Right to Buy) <sup>(3)</sup>	\$ 33.79	02/19/2008		A	82,125	02/19/2009 <sup>(2)</sup> 02/19/2018	Common Stock 82,125
ESOP (Right to Buy) <sup>(3)</sup>	\$ 41	02/19/2008		A	81,473	02/19/2009 <sup>(2)</sup> 02/19/2018	Common Stock 81,473
ESOP (Right to Buy) <sup>(3)</sup>	\$ 48	02/19/2008		A	95,052	02/19/2009 <sup>(2)</sup> 02/19/2018	Common Stock 95,052

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL DAVID M WACHOVIA CORPORATION ONE WACHOVIA CENTER CHARLOTTE, NC 28288-0009			SEVP Sp Fin and Corp Supp Serv	

## Signatures

David M. Carroll 02/20/2008

\*\*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) The 2008 Performance Retention restricted stock award vest in substantially equal installments on each of the 3 anniversaries of the date of grant beginning Feb. 19, 2009, assuming that certain financial performance targets are met.
- (2) 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.
- (3) 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.

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- (4) Includes 198,168 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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