

TRUSLOW DONALD K  
Form 4  
January 25, 2005

**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 \*  
TRUSLOW DONALD K

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S. COLLEGE ST.

(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)  
01/21/2005

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, and Chief Risk Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/21/2005		M		7,494	A	\$ 16.94
Common Stock	01/21/2005		M		506	A	\$ 16.94
Common Stock	01/21/2005		F <sup>(4)</sup>		294	D	\$ 53.22
Common Stock	01/21/2005		F <sup>(5)</sup>		2,384	D	\$ 53.22
Common Stock							6,441.4447
						I	By RSPSP Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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)	8. Amount or Number of Shares
ESOP <sup>(2)</sup>	\$ 16.94	01/21/2005		M	506	<sup>(1)</sup> 01/27/2005	Common Stock	506
ESOP (Right to Buy) <sup>(3)</sup>	\$ 16.94	01/21/2005		M	7,494	<sup>(1)</sup> 01/27/2005	Common Stock	7,494

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUSLOW DONALD K ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE, NC 28288			SEVP, and Chief Risk Officer	

## Signatures

Donald K.  
Truslow 01/25/2005

\*\*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 option became exercisable in 20% increments on each of January 27, 1996, 1997, 1998, 1999 and 2000, respectively.
- (2)

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NQ - 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) ISO - 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 exercise of certain options in any one-year is limited to 100,000 dollars.
- (4) The exercise price for the 506 shares was paid by delivering 294 shres of common stock at a FMV of 53.22, plus 19.75 in cash.
- (5) The exercise price for the 7,494 shares was paid by delivering 2,384 shares of common stock at a FMV of 53.22, plus 74.20 in cash.
- (6) As of 1/21/05, includes 122,224 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.

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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