

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 *
MCFAYDEN SHANNON W

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 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)
SEVP, HR & Corp Relations Dir.

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/31/2008 | | D | | 438.6255 | D | \$ 0 (1) |
| Common Stock | 12/31/2008 | | F | | 7,110 | D | \$ 5.54 |
| Common Stock | 12/31/2008 | | D | | 85,545 (2) | D | \$ 0 (1) |

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

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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. 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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| ESOP ⁽³⁾ | \$ 54.9375 | 12/31/2008 | | D | 1,820 | 04/20/2000 | 04/19/2009 | Common Stock | 1,820 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 54.9375 | 12/31/2008 | | D | 8,540 | 04/20/2000 | 04/20/2009 | Common Stock | 8,540 |
| ESOP ⁽³⁾ | \$ 34.9375 | 12/31/2008 | | D | 13,500 | 12/14/2000 | 12/14/2009 | Common Stock | 13,500 |
| ESOP ⁽³⁾ | \$ 31.5625 | 12/31/2008 | | D | 31,500 | 01/31/2001 | 01/03/2010 | Common Stock | 31,500 |
| ESOP ⁽³⁾ | \$ 30.4 | 12/31/2008 | | D | 22,500 | 04/17/2002 ⁽⁶⁾ | 04/17/2011 | Common Stock | 22,500 |
| ESOP ⁽³⁾ | \$ 34.92 | 12/31/2008 | | D | 62,000 | 12/31/2003 | 07/31/2011 | Common Stock | 62,000 |
| ESOP ⁽³⁾ | \$ 37.98 | 12/31/2008 | | D | 14,917 | 04/16/2003 ⁽⁷⁾ | 04/16/2012 | Common Stock | 14,917 |
| ESOP ⁽³⁾ | \$ 37.43 | 12/31/2008 | | D | 9,256 | 04/22/2004 ⁽⁸⁾ | 04/22/2013 | Common Stock | 9,256 |
| ESOP ⁽³⁾ | \$ 44.65 | 12/31/2008 | | D | 10,477 | 04/19/2005 ⁽⁹⁾ | 04/19/2014 | Common Stock | 10,477 |
| ESOP ⁽¹⁰⁾ | \$ 50.38 | 12/31/2008 | | D | 28,999 | 04/18/2006 ⁽¹¹⁾ | 04/18/2015 | Common Stock | 28,999 |
| ESOP (Right to Buy) ⁽¹²⁾ | \$ 56.05 | 12/31/2008 | | D | 46,992 | 03/31/2007 ⁽¹³⁾ | 03/30/2016 | Common Stock | 46,992 |
| ESOP (Right to Buy) ⁽¹⁴⁾ | \$ 58.36 | 12/31/2008 | | D | 15,521 | 02/20/2008 ⁽¹⁵⁾ | 02/20/2017 | Common Stock | 15,521 |
| ESOP (Right to | \$ 41 | 12/31/2008 | | D | 16,295 | 02/19/2009 ⁽¹⁷⁾ | 02/19/2018 | Common Stock | 16,295 |

Buy) ⁽¹⁶⁾

ESOP

| | | | | | | | | |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|--------|
| (Right to Buy) ⁽¹⁶⁾ | \$ 48 | 12/31/2008 | D | 19,011 | 02/19/2009 ⁽¹⁷⁾ | 02/19/2018 | Common Stock | 19,011 |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|--------|

ESOP

| | | | | | | | | |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|--------|
| (Right to Buy) ⁽¹⁶⁾ | \$ 33.79 | 12/31/2008 | D | 32,850 | 02/19/2009 ⁽¹⁷⁾ | 02/19/2018 | Common Stock | 32,850 |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28288 | | | SEVP, HR & Corp Relations Dir. | |

Signatures

| | |
|------------------------|------------|
| Shannon W. McFayden | 01/04/2009 |
|------------------------|------------|

⁽¹⁶⁾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) Includes 41,063 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (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. The exercise of certain options in any one-year is limited to 100,000 dollars.
- (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 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.
- (5) 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.
- (6) The option vests in the following increments: 7,500 shares on 4/17/02, 4/17/03 and 4/17/04.
- (7) The option vests in three equal installments, beginning on April 16, 2003.
- (8) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning on April 22, 2004.
- (9) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning April 19, 2005.
- (10) 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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- (11) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning April 18, 2006.
- (12) 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.
- (13) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning March 31, 2007.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.