WACHOVIA CORP NEW
Form 424B5
March 22, 2007

PRICING SUPPLEMENT **Filed Pursuant to Rule 424(b)(5)**

(TO PROSPECTUS DATED March 5, 2007) **Registration No. 333-141071**

$14,603,000

Wachovia Corporation

13% Enhanced Yield Securities

Linked to the Common Stock

of Intercontinental Exchange, Inc.

due December 27, 2007

Issuer:	Wachovia Corporation
Principal Amount:	Each security will have a principal amount of $1,000. Each security will be offered at an initial public offering price of $1,000. The securities are not principal protected.
Maturity Date:	December 27, 2007
Interest:	13% per annum payable quarterly
Interest Payment Dates:	June 27, September 27, and December 27, 2007, beginning on June 27, 2007
Underlying Stock:	Intercontinental Exchange, Inc. common stock. Intercontinental Exchange, Inc. has no obligations relating to, and does not sponsor or endorse, the securities.
Payment at Maturity:	On the maturity date, for each security you hold, you will receive a payment equal to the redemption amount, plus accrued but unpaid interest in cash. The redemption amount will be a cash payment equal to the principal amount of your securities, unless: (a) a knock-in event has occurred; and (b) the closing price of the Underlying Stock on the valuation date is less than the initial stock price. If the conditions described in (a) and (b) both occur, at maturity, for each security you hold, the redemption amount you will receive will be a number of shares of the Underlying Stock equal to 7.7071 (the number of shares of the Underlying Stock equal to $1,000 on the pricing date) multiplied by the share multiplier (plus cash for any fractional shares). *If a knock-in event has occurred and the closing price of the Underlying Stock on the valuation date is less than the initial stock price, you will lose some or all of your principal and receive shares of the Underlying Stock instead of a cash payment. Under these conditions, the market value on the valuation date of the shares of the Underlying Stock that you will receive on the maturity date will be less than the aggregate principal amount of your securities and could be $0 (but you will still receive accrued but unpaid interest in cash).* The initial stock price will equal the closing price per share of the Underlying Stock on the pricing date. A knock-in event will occur if the market price of the Underlying Stock multiplied by the share multiplier at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, is less than or equal to the knock-in price. The knock-in price equals $90.83, the price that is 30% below the initial stock price of $129.75. The valuation date generally will be the fifth trading day prior to the maturity date.
Listing:	The securities will not be listed or displayed on any securities exchange or any electronic communications network.

Pricing Date:	March 21, 2007
Expected Settlement Date:	March 26, 2007
CUSIP Number:	929903CZ3

For a detailed description of the terms of the securities, see Summary Information beginning on page S-1 and Specific Terms of the Securities beginning on page S-13.

Investing in the securities involves risks. See **Risk Factors beginning on page S-9.**

	Per Security	Total
Public Offering Price	100%	$ 14,603,000.00
Underwriting Discount and Commission	1.75%	$ 255,552.50
Proceeds to Wachovia Corporation	98.25%	$ 14,347,447.50

The securities solely represent senior, unsecured debt obligations of Wachovia and are not the obligation of, or guaranteed by, any other entity. The securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this pricing supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Wachovia may use this pricing supplement in the initial sale of the securities. In addition, Wachovia Capital Markets, LLC or any other broker-dealer affiliate of Wachovia may use this pricing supplement in a market-making or other transaction in any security after its initial sale. ***Unless Wachovia or its agent informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.***

Wachovia Securities

The date of this pricing supplement is March 21, 2007.

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Pricing supplement

Prospectus

Unless otherwise indicated, you may rely on the information contained in this pricing supplement and the accompanying prospectus. Neither we nor the underwriter has authorized anyone to provide information different from that contained in this pricing supplement and the accompanying prospectus. When you make a decision about whether to invest in the securities, you should not rely upon any information other than the information in this pricing supplement and the accompanying prospectus. Neither the delivery of this pricing supplement nor sale of the securities means that information contained in this pricing supplement or the accompanying prospectus is correct after their respective dates. This pricing supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy the securities in any circumstances under which the offer or solicitation is unlawful.

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SUMMARY INFORMATION

This summary includes questions and answers that highlight selected information from this pricing supplement and the accompanying prospectus to help you understand the 13% Enhanced Yield Securities Linked to the Common Stock of Intercontinental Exchange, Inc., due December 27, 2007, which we refer to as the securities . You should carefully read this pricing supplement and the accompanying prospectus to fully understand the terms of the securities as well as the tax and other considerations that are important to you in making a decision about whether to invest in the securities. You should carefully review the sections entitled Risk Factors in this pricing supplement and the accompanying prospectus, which highlight certain risks associated with an investment in the securities, to determine whether an investment in the securities is appropriate for you.

Unless otherwise mentioned or unless the context requires otherwise, all references in this pricing supplement to Wachovia , we , us and our or similar references mean Wachovia Corporation and its subsidiaries. Unless otherwise mentioned or unless the context requires otherwise, all references to WBNA mean Wachovia Bank, National Association. Wachovia Capital Markets, LLC is an indirect, wholly owned subsidiary of Wachovia Corporation. Wachovia Corporation conducts its investment banking, capital markets and retail brokerage activities through its various broker-dealer, bank and non-bank subsidiaries, including Wachovia Capital Markets, LLC, under the trade name Wachovia Securities . Any reference to Wachovia Securities in this pricing supplement does not, however, refer to Wachovia Securities, LLC, a member of the New York Stock Exchange and the Securities Investor Protection Corporation, to Wachovia Securities Financial Network, LLC, a member of NASD, Inc. and the Securities Investor Protection Corporation, or to broker-dealer affiliates of Wachovia Corporation and Wachovia Capital Markets, LLC.

What are the securities?

The securities offered by this pricing supplement will be issued by Wachovia Corporation and will mature on December 27, 2007. The return on the securities is linked to the performance of the common stock of Intercontinental Exchange, Inc., which we refer to as the Underlying Stock Issuer , and will depend on whether a knock-in event occurs during the term of the securities and whether the final stock price is less than the initial stock price, each as described below.

As discussed in the accompanying prospectus, the securities are debt securities and are part of a series of debt securities entitled Medium-Term Notes, Series G that Wachovia Corporation may issue from time to time. The securities will rank equally with all other unsecured and unsubordinated debt of Wachovia Corporation. For more details, see Specific Terms of the Securities beginning on page S-13.

Each security will have a principal amount of $1,000. Each security will be offered at an initial public offering price of $1,000. You may transfer only whole securities. Wachovia Corporation will issue the securities in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the securities.

Are the securities principal protected?

No, the securities do not guarantee any return of principal at maturity. *If a knock-in event has occurred and the final stock price is less than the initial stock price, you will lose some or all of your principal and receive shares of the Underlying Stock instead of a cash payment. Under these conditions, the market value of the shares of the Underlying Stock you receive at maturity will be less than the initial public offering price and you will lose some or all of your principal (but you will still receive accrued but unpaid interest).*

Will I receive interest on the securities?

The securities will bear interest at a rate expected to be 13% per annum payable on each of June 27, September 27, December 27, 2007. The interest rate on the securities is higher than the current dividend yield of the Underlying Stock. The interest rate is also higher than the interest we would pay on a conventional fixed-rate,

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principal-protected debt security. *You will still receive accrued but unpaid interest on the securities even if a knock-in event has occurred and the final stock price is less than the initial stock price.*

How is Wachovia able to offer a 13% interest rate on the securities?

Wachovia is able to offer a 13% interest rate on the securities because the securities are riskier than conventional principal protected debt securities. As previously described, if a knock-in event has occurred and the final stock price is less than the initial stock price, at maturity you will receive shares of the Underlying Stock that are worth less than the principal amount of the securities. The interest rate on the securities reflects the value of our right to deliver stock to you at the maturity of the securities under these circumstances. In general, the more volatile the Underlying Stock is or is expected to be, the higher the interest rate and the more likely a knock-in event might occur.

What will I receive upon maturity of the securities?

The securities will mature on December 27, 2007. On the maturity date, for each security you hold, you will receive a payment equal to the redemption amount, plus accrued but unpaid interest in cash. The redemption amount will be a cash payment equal to the principal amount of your securities, unless:

(a) a knock-in event has occurred; and

(b) the final stock price is less than the initial stock price.

If the conditions described in (a) and (b) both occur, at maturity, for each security you hold, the redemption amount you will receive will be a number of shares of the Underlying Stock equal to 7.7071 (the number of shares of the Underlying Stock equal to $1,000 on the pricing date) multiplied by the share multiplier. The number of shares of the Underlying Stock equal to $1,000 on the pricing date will be determined as follows:

$$\frac{\$1{,}000}{\text{initial stock price}}$$

If the calculation of the number of shares of the Underlying Stock per $1,000 security on the valuation date results in fractional shares, such fractional shares will be paid in U.S. dollar amounts equal to the fractional number of shares multiplied by the closing price per share of the Underlying Stock on the valuation date.

If a knock-in event has occurred and the final stock price is less than the initial stock price, you will lose some or all of the value of your principal and receive shares of the Underlying Stock instead of a cash payment. Under these conditions, the market value on the valuation date of the shares of the Underlying Stock that you will receive on the maturity date will be less than the aggregate principal amount of your securities and could be $0 (but you will still receive accrued but unpaid interest in cash).

The initial stock price is $129.75, the closing price per share of the Underlying Stock on March 21, 2007.

The final stock price will be determined by the calculation agent and will equal the closing price per share of the Underlying Stock multiplied by the share multiplier, each as of the valuation date.

The share multiplier is 1.0, subject to adjustment for certain corporate events relating to the Underlying Stock Issuer described in this pricing supplement under Specific Terms of the Securities Antidilution Adjustments .

A knock-in event will occur if, as determined by the calculation agent, the market price of the Underlying Stock multiplied by the share multiplier has fallen to or below the knock-in price at any time during regular business hours of the relevant exchange on any trading day from the first trading day following the pricing date to and including the valuation date.

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The knock-in price is $90.83, the price that is 30% below the initial stock price.

The market price is, on any trading day and at any time during the regular business hours of the relevant exchange, the latest reported sale price of the Underlying Stock (or any other security for which a market price must be determined) on that relevant exchange at that time, as determined by the calculation agent.

The valuation date means the fifth trading day prior to the maturity date. However, if that date occurs on a day on which the calculation agent has determined that a market disruption event has occurred or is continuing, then the valuation date will be the next succeeding trading day on which the calculation agent has determined that a market disruption event has not occurred or is not continuing. *If the valuation date is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.*

A trading day means a day, as determined by the calculation agent, on which trading is generally conducted on the New York Stock Exchange, Inc. (NYSE), the American Stock Exchange, the Nasdaq Global Market, the Chicago Board Mercantile Exchange and the Chicago Board of Options Exchange and in the over-the-counter market for equity securities in the United States.

A business day means a Monday, Tuesday, Wednesday, Thursday or Friday that is not a day on which banking institutions in The City of New York generally are authorized or obligated by law, regulation or executive order to close.

The relevant exchange is the primary U.S. securities organized exchange or market of trading for the Underlying Stock. If a reorganization event has occurred, the relevant exchange will be the stock exchange or securities market on which the distribution property (as defined below under Specific Terms of the Securities Antidilution Adjustments Adjustments for Reorganization Events on page S-21) that is a listed equity security is principally traded, as determined by the calculation agent.

If a knock-in event has occurred and the final stock price is less than the initial stock price, you will lose some or all of your principal and you will receive shares of the Underlying Stock instead of a cash payment (but you will still receive accrued but unpaid interest in cash).

Hypothetical Examples

Set forth below are four hypothetical examples of the calculation of the redemption amount. Interest will be paid quarterly regardless of whether a knock-in event occurs. For purposes of these examples, we have assumed the following:

Initial stock price: $129.75

Knock-in price: $90.83

Share multiplier on the valuation date: 1.0

Example 1

The hypothetical final stock price is equal to 60% of the hypothetical initial stock price and a knock-in event *has* occurred:

Hypothetical final stock price: $77.85

$$\text{Redemption amount (per security)} = \left(\frac{\$1{,}000}{\$129.75}\right) \times 1.0 = \begin{array}{l}\text{7 shares of Underlying Stock and \$55.05} \\ \text{cash in lieu of fractional shares}\end{array}$$

Since the hypothetical final stock price is less than the hypothetical initial stock price and a knock-in event *has* occurred, the redemption amount per security would be equal to 7 shares of the Underlying

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Stock and a cash payment of $55.05 in lieu of fractional shares with an aggregate market value on the valuation date equal to $600, representing a 40% loss of the principal amount of your security.

Example 2

The hypothetical final stock price is equal to 85% of the hypothetical initial stock price and a knock-in event *has* occurred:

Hypothetical final stock price: $110.29

$$\text{Redemption amount (per security)} = \left(\frac{\$1{,}000}{\$129.75}\right) \times 1.0 = \begin{array}{l}\text{7 shares of Underlying Stock and \$77.99} \\ \text{cash in lieu of fractional shares}\end{array}$$

Since the hypothetical final stock price is less than the hypothetical initial stock price and a knock-in event *has* occurred, the redemption amount per security would be equal to 7 shares of the Underlying Stock and a cash payment of $77.99 in lieu of fractional shares with an aggregate market value on the valuation date equal to $850, representing a 15% loss of the principal amount of your security.

Example 3

The hypothetical final stock price is equal to 85% of the hypothetical initial stock price but a knock-in event *has not* occurred:

Hypothetical final stock price: $110.29

Redemption amount (per security) = $1,000

Since a knock-in event *has not* occurred, you will receive the full principal amount of $1,000 in cash even though the hypothetical final stock price is less than the hypothetical initial stock price.

Example 4

The hypothetical final stock price is equal to 140% of the hypothetical initial stock price (regardless whether a knock-in event has or has not occurred):

Hypothetical final stock price: $181.65

Redemption amount (per security) = $1,000

Since the hypothetical final stock price is *greater* than the hypothetical initial stock price, regardless of whether a knock-in event has or has not occurred, the redemption amount per security would be paid in cash in an amount equal to the $1,000 principal amount per security. Your total return on your security will not reflect the increase in the market price of the Underlying Stock at the maturity of the securities.

HYPOTHETICAL RETURNS

The following table illustrates the hypothetical redemption amount and corresponding hypothetical return at maturity per security (in each case, including interest payments), based on the following:

the initial stock price;

a range of hypothetical final stock prices and the corresponding hypothetical price return of the Underlying Stock;

the knock-in price; and

whether or not a knock-in event has occurred.

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The figures below are for purposes of illustration only. The actual redemption amount and the resulting return (inclusive of coupons) will depend on the actual final stock price and whether or not a knock-in event occurs, each determined by the calculation agent as described in this pricing supplement.

		A knock-in event has occurred		A knock-in event has not occurred	
Hypothetical final stock price	Hypothetical price return of the Underlying Stock	Hypothetical return at maturity of the securities (including interest) (3)(4)	Hypothetical redemption amount per security (including interest) (3)	Hypothetical return at maturity of the securities (including interest) (3)(4)	Hypothetical redemption amount per security (including interest) (3)
$ 64.88	-50%	-40.21%	$ 597.86	NA	NA
$ 71.36	-45%	-35.21%	$ 647.86	NA	NA
$ 77.85	-40%	-30.21%	$ 697.86	NA	NA
$ 84.34	-35%	-25.21%	$ 747.86	NA	NA
$ 90.83(1)	-30%	-20.21%	$ 797.86	9.79%	$ 1,097.86
$ 97.31	-25%	-15.21%	$ 847.86	9.79%	$ 1,097.86
$ 103.80	-20%	-10.21%	$ 897.86	9.79%	$ 1,097.86
$ 110.29	-15%	-5.21%	$ 947.86	9.79%	$ 1,097.86
$ 116.78	-10%	-0.21%	$ 997.86	9.79%	$ 1,097.86
$ 123.26	-5%	4.79%	$ 1,047.86	9.79%	$ 1,097.86
$ 129.75(2)	0%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 136.24	5%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 142.73	10%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 149.21	15%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 155.70	20%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 162.19	25%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 168.68	30%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 175.16	35%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 181.65	40%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 188.14	45%	9.79%	$ 1,097.86	9.79%	$ 1,097.86
$ 194.63	50%	9.79%	$ 1,097.86	9.79%	$ 1,097.86

(1) This is also the knock-in price.

(2) This is also the initial stock price.

(3) Assuming an interest rate of 13% per annum.

(4) The returns at maturity specified above are not annualized rates of return but rather actual returns over the term of the security and, in the case of the securities, are calculated based on a 271-day investment term and, in the case of the Underlying Stock, do not take into account dividends, if any, paid on the Underlying Stock or any transaction fees and expenses.

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The following graph sets forth the return at maturity for a range of final stock prices both if a knock-in event has occurred and if a knock-in event has not occurred.

Return Profile of 13% Enhanced Yield Securities vs. Intercontinental Exchange, Inc. Stock Price

Who should or should not consider an investment in the securities?

We have designed the securities for investors who are willing to make an investment that is contingently exposed to the full downside performance risk of the Underlying Stock and the potential loss of some or all of the value of their principal, who do not expect to participate in any appreciation in the price of the Underlying Stock and who are willing to receive shares of the Underlying Stock as the return on their investment if a knock-in event occurs during the terms of the securities and the final stock price is less than the initial stock price. In exchange for the potential downside exposure to the Underlying Stock described in the preceding sentence, investors in the securities will receive quarterly interest payments at a rate expected to be 13% per year.

The securities are not designed for, and may not be a suitable investment for, investors who are unwilling to make an investment that is exposed (or contingently exposed) to the full downside performance risk of the Underlying Stock. The securities are also not designed for, and may not be a suitable investment for, investors who seek the full upside appreciation in the market price of the Underlying Stock. The securities may not be a suitable investment for investors who prefer the lower risk of fixed income investments with comparable maturities issued by companies with comparable credit ratings, or who are unable or unwilling to hold the securities to maturity.

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What will I receive if I sell the securities prior to maturity?

The market value of the securities may fluctuate during the term of the securities. Several factors and their interrelationship will influence the market value of the securities, including the market price of the Underlying Stock, dividend yields on the Underlying Stock, the time remaining to maturity of the securities, interest and yield rates in the market and the volatility of the market price of the Underlying Stock. If you sell your securities prior to maturity, you may have to sell them at a discount to the principal amount of the securities. Depending on the impact of these factors, you may receive less than the principal amount in any sale of your securities before the maturity date of the securities and less than what you would have received had you held the securities until maturity. For more details, see Risk Factors Many factors affect the market value of the securities .

Who is Intercontinental Exchange, Inc.?

According to publicly available information, Intercontinental Exchange, Inc. (ICE) operates the leading electronic global futures and over-the-counter marketplace for trading a broad array of energy products. ICE offers a range of contracts based on crude oil and refined products, natural gas, power and emissions. ICE conducts its over-the-counter business directly, and its futures business through its regulated subsidiary, ICE Futures. Currently, ICE is the only marketplace to offer an integrated electronic platform for side-by-side trading of energy products in both futures and over-the-counter markets. You should independently investigate the Underlying Stock Issuer and decide whether an investment in the securities linked to the Underlying Stock is appropriate for you.

Because the Underlying Stock is registered under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Underlying Stock Issuer is required to file periodically certain financial and other information specified by the Securities and Exchange Commission (the SEC). Information provided to or filed with the SEC by the Underlying Stock Issuer can be located by reference to SEC file number 1-32671and inspected at the SEC s public reference facilities or accessed over the Internet through the SEC s website. The address of the SEC s website is http://www.sec.gov. In addition, information regarding the Underlying Stock may be obtained from other sources including, but not limited to, press releases, newspaper articles and other publicly disseminated information. We make no representation or warranty as to the accuracy or completeness of any such information. For further information, please see the section entitled The Underlying Stock The Underlying Stock Issuer in this pricing supplement.

What is the Underlying Stock Issuer s role in the securities?

The Underlying Stock Issuer has no obligations relating to the securities or amounts to be paid to you, including no obligation to take the needs of Wachovia or of holders of the securities into consideration for any reason. The Underlying Stock Issuer will not receive any of the proceeds of the offering of the securities, is not responsible for, and has not participated in, the offering of the securities and is not responsible for, and will not participate in, the determination or calculation of the redemption amount. Wachovia is not affiliated with the Underlying Stock Issuer.

How has the Underlying Stock performed historically?

You can find a table with the high, low and closing prices per share of the Underlying Stock from October 1, 2005 to December 31, 2005 and each calendar quarter from the year 2006 to the present in the section entitled The Underlying Stock Historical Data in this pricing supplement. We obtained the historical information from Bloomberg Financial Markets, without independent verification. You should not take the past performance of the Underlying Stock as an indication of how the Underlying Stock will perform in the future.

What about taxes?

The United States federal income tax consequences of your investment in the securities are complex and uncertain. By purchasing a security, you and Wachovia hereby agree, in the absence of a change in law, an administrative determination or a judicial ruling to the contrary, to characterize such security for all tax purposes as an investment unit consisting of a short-term non-contingent debt instrument and payments for a put option. Under this characterization of the securities, you should be required to treat a portion of the periodic payments on the security as an interest payment, and the remainder of the periodic payments as amounts paid to you in respect of the put option. In the opinion of our counsel, Kirkpatrick & Lockhart Preston Gates Ellis LLP, it is reasonable to treat the securities as described above, but it would also be a reasonable interpretation of current tax law for the securities to be treated as a single debt instrument subject to the special tax rules governing contingent debt instruments. **Because of this uncertainty, we urge you to consult your tax advisor as to the tax consequences of your investment in the securities.** For a further discussion, see Supplemental Tax Considerations beginning on page S-27.

Will the securities be listed on a stock exchange?

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. Accordingly, if you sell your securities prior to maturity, you may have to sell them at a substantial loss. You should review the section entitled Risk Factors There may not be an active trading market for the securities in this pricing supplement.

Are there any risks associated with my investment?

Yes, an investment in the securities is subject to significant risks, including the risk of loss of some or all of your principal. We urge you to read the detailed explanation of risks in Risk Factors beginning on page S-9.

How to reach us

You may reach us by calling 1-888-215-4145 or 1-212-214-6282 and asking for the Investment Solutions Group.

R ISK FACTORS

An investment in the securities is subject to the risks described below, as well as the risks described under Risk Factors Risks Related to Indexed Notes in the accompanying prospectus. Your securities are a riskier investment than ordinary debt securities. Also, your securities are not equivalent to investing directly in the Underlying Stock to which your securities are linked. You should carefully consider whether the securities are suited to your particular circumstances.

Your investment may result in a loss of some or all of your principal

Unlike standard senior non-callable debt securities, the securities do not guarantee the return of the principal amount at maturity. With an investment in the securities, you bear the risk of losing some or all of the value of your principal if a knock-in event occurs during the term of the securities and the final stock price is less than the initial stock price. Under these circumstances, at maturity, for each security you hold, the redemption amount that you will receive will be shares of the Underlying Stock, which represents the number of shares of the Underlying Stock equal to $1,000 on the pricing date, multiplied by the share multiplier to take into account certain corporate events with respect to the Underlying Stock. *Accordingly, if a knock-in event has occurred during the term of the securities (i.e., the market price of the Underlying Stock has declined to or below the knock-in price during the term of the securities) and the final stock price is less than the initial stock price you will lose some or all of the value of the principal amount of your securities and receive shares of the Underlying Stock instead of a cash payment.*

Your yield may be lower than the yield on a standard debt security of comparable maturity

The yield that you will receive on your securities, which could be negative if a knock-in event occurs during the term of the securities and the final stock price is less than the initial stock price, may be less than the return you could earn on other investments. Your redemption amount in cash will not be greater than the aggregate principal amount of your securities. Even if your yield is positive, your yield may be less than the yield you would earn if you bought a standard senior non-callable debt security of Wachovia with the same maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

Owning the securities is not the same as owning the Underlying Stock

Your return will not reflect the return you would realize if you actually owned and held the Underlying Stock for a similar period because the redemption amount per security will never exceed the principal amount of your securities and will be determined without taking into consideration the value of any dividends that may be paid on the Underlying Stock. The securities represent senior unsecured obligations of ours and do not represent or convey any rights of ownership in the Underlying Stock, other than the right to receive a payment at maturity in shares of the Underlying Stock if a knock-in event has occurred and the final stock price is less than the initial stock price. In addition, you will not receive any dividend payments or other distributions on the Underlying Stock, and as a holder of the securities, you will not have voting rights or any other rights that holders of the Underlying Stock may have. If the return on the Underlying Stock over the term of the securities exceeds the principal amount of the securities and the interest payments you receive, your return on the securities at maturity will be less than the return on a direct investment in the Underlying Stock without taking into account taxes and other costs related to such a direct investment. If the market price of the Underlying Stock increases above the initial stock price during the term of the securities, the market value of the securities will not increase by the same amount. It is also possible for the market price of the Underlying Stock to increase while the market value of the securities declines.

There may not be an active trading market for the securities

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. The development of a trading market for the securities will depend on our financial performance and other factors such as the increase, if any, in the market price of the Underlying Stock. Even if a secondary market for the securities develops, it may not

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provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices for the securities in any secondary market could be substantial. If you sell your securities before maturity, you may have to do so at a discount from the initial public offering price, and, as a result, you may suffer substantial losses.

Wachovia Capital Markets, LLC and other broker-dealer affiliates of Wachovia currently intend to make a market for the securities, although they are not required to do so and may stop any such market-making activities at any time. As market makers, trading of the securities may cause Wachovia Capital Markets, LLC or any other broker-dealer affiliates of Wachovia to have long or short positions in the securities. The supply and demand for the securities, including inventory positions of market makers, may affect the secondary market for the securities.

Many factors affect the market value of the securities

The market value of the securities will be affected by factors that interrelate in complex ways. It is important for you to understand that the effect of one factor may offset the increase in the market value of the securities caused by another factor and that the effect of one factor may compound the decrease in the market value of the securities caused by another factor. We expect that the market value of the securities will depend substantially on the market price of the Underlying Stock at any time during the term of the securities relative to the initial stock price. If you choose to sell your securities when the market price of the Underlying Stock exceeds or is equal to the initial stock price, you may receive substantially less than the amount that would be payable at maturity based on this market price because of the expectation that the market price of the Underlying Stock will continue to fluctuate until the final stock price is determined and the risk that a knock-in event will occur. In addition, we believe that other factors that may influence the value of the securities include:

- the volatility (frequency and magnitude of changes in market price) of the Underlying Stock and in particular market expectations regarding the volatility of the Underlying Stock;
- interest rates generally as well as changes in interest rates and the yield curve;
- the dividend yield on the Underlying Stock;
- the time remaining to maturity;
- our creditworthiness, as represented by our credit ratings or as otherwise perceived in the market; and
- geopolitical, economic, financial, political, regulatory or judicial events as well as other conditions that affect stock markets in general and that may affect the Underlying Stock Issuer and the market price of the Underlying Stock.

Wachovia and its affiliates have no affiliation with the Underlying Stock Issuer and are not responsible for its public disclosure of information

Wachovia and its affiliates are not affiliated with the Underlying Stock Issuer in any way and have no ability to control or predict its actions, including any corporate actions of the type that would require the calculation agent to adjust the redemption amount, and have no ability to control the public disclosure of these corporate actions or any events or circumstances affecting them.

Each security is an unsecured debt obligation of Wachovia only and is not an obligation of the Underlying Stock Issuer. None of the money you pay for your securities will go to the Underlying Stock Issuer. Since the Underlying Stock Issuer is not involved in the offering of the securities in any way, it has no obligation to consider your interest as an owner of securities in taking any actions that might affect the value of your securities. The Underlying Stock Issuer may take actions that will adversely affect the market value of the securities.

This pricing supplement relates only to the securities and does not relate to the Underlying Stock. We have derived the information about the Underlying Stock Issuer in this pricing supplement from publicly available

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documents, without independent verification. We have not participated in the preparation of any of the documents or made any due diligence investigation or any inquiry of the Underlying Stock Issuer in connection with the offering of the securities. Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about the Underlying Stock Issuer contained in this pricing supplement. Furthermore, we do not know whether the Underlying Stock Issuer has disclosed all events occurring before the date of this pricing supplement including events that could affect the accuracy or completeness of the publicly available documents referred to above, the market price of the Underlying Stock and, therefore, the initial stock price and the final stock price of the Underlying Stock that the calculation agent will use to determine the redemption amount with respect to your securities. You, as an investor in the securities, should investigate the Underlying Stock Issuer on your own.

You have limited antidilution protection

WBNA, as calculation agent for your securities, will, in its sole discretion, adjust the share multiplier for certain events affecting the Underlying Stock, such as stock splits and stock dividends, and certain other corporate actions involving the Underlying Stock Issuer, such as mergers. However, the calculation agent is not required to make an adjustment for every corporate event that can affect the Underlying Stock. For example, the calculation agent is not required to make any adjustments to the share multiplier if the Underlying Stock Issuer or anyone else makes a partial tender or partial exchange offer for the Underlying Stock. Consequently, this could affect the calculation of the redemption amount and the market value of the securities. You should refer to Specific Terms of the Securities Antidilution Adjustments beginning on page S-17 for a description of the general circumstances in which the calculation agent will make adjustments to the share multiplier.

Historical performance of the Underlying Stock should not be taken as an indication of its future performance during the term of the securities

It is impossible to predict whether the market price of the Underlying Stock will rise or fall. The Underlying Stock has performed differently in the past and is expected to perform differently in the future. The market price of the Underlying Stock will be influenced by complex and interrelated political, economic, financial and other factors that can affect the Underlying Stock Issuer. You should refer to The Underlying Stock beginning on page S-25 for a description of the Underlying Stock Issuer and historical data on the Underlying Stock.

Purchases and sales by us and our affiliates may affect the return on the securities

As described below under Use of Proceeds and Hedging on page S-32, we or one or more of our affiliates may hedge our obligations under the securities by purchasing the Underlying Stock, futures or options on the Underlying Stock or other derivative instruments with returns linked or related to changes in the market price of the Underlying Stock, and we may adjust these hedges by, among other things, purchasing or selling the Underlying Stock, futures, options or other derivative instruments with returns linked to the Underlying Stock at any time. Although they are not expected to, any of these hedging activities may adversely affect the market price of the Underlying Stock and, therefore, the market value of the securities. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the securities declines.

The inclusion of commissions and projected profits from hedging in the initial public offering price is likely to adversely affect secondary market prices