

CARROLL DAVID M

Form 4

January 05, 2009

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(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)

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 & Head of Cap. MGMT

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 12/31/2008 | | F | 23,855 | D \$ 5.54 | 294,734.1196 | D |
| Common Stock | 12/31/2008 | | D | 294,734.1196 (1) | D \$ 0 (2) | 0 | D |
| Common Stock | 12/31/2008 | | D | 762.5943 | D \$ 0 (2) | 0 | I |

By
401(k)
plan

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**

SEC 1474
(9-02)

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displays a currently valid OMB control
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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 Underlying Securities (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| ESOP (Right to Buy) ⁽³⁾ | \$ 54.9375 | 12/31/2008 | | D | 1,820 | 04/20/2000 04/20/2009 | Common Stock 1,820 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 54.9375 | 12/31/2008 | | D | 24,780 | 04/20/2000 04/20/2009 | Common Stock 24,780 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 34.9375 | 12/31/2008 | | D | 36,450 | 12/14/2000 12/14/2009 | Common Stock 36,450 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 31.5625 | 12/31/2008 | | D | 85,050 | 01/03/2001 01/03/2010 | Common Stock 85,050 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 30.4 | 12/31/2008 | | D | 150,000 | 04/17/2002 ⁽⁶⁾ 04/17/2011 | Common Stock 150,000 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 34.92 | 12/31/2008 | | D | 178,300 | 07/31/2002 07/31/2011 | Common Stock 178,300 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 37.98 | 12/31/2008 | | D | 118,671 | 04/16/2003 ⁽⁷⁾ 04/16/2012 | Common Stock 118,671 |
| ESOP (Right to Buy) ⁽⁵⁾ | \$ 37.43 | 12/31/2008 | | D | 148,431 | 04/22/2004 ⁽⁸⁾ 04/22/2013 | Common Stock 148,431 |
| ESOP ⁽⁹⁾ | \$ 44.65 | 12/31/2008 | | D | 96,032 | 04/19/2005 ⁽¹⁰⁾ 04/19/2014 | Common Stock 96,032 |
| ESOP ⁽¹¹⁾ | \$ 50.38 | 12/31/2008 | | D | 88,606 | 04/18/2006 ⁽¹²⁾ 04/18/2015 | Common Stock 88,606 |
| ESOP (Right to Buy) | \$ 56.05 | 12/31/2008 | | D | 107,690 | 03/31/2007 ⁽¹⁴⁾ 03/30/2016 | Common Stock 107,690 |

Buy) ⁽¹³⁾

ESOP

| | | | | | | | | |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|-----|
| (Right to Buy) ⁽¹⁵⁾ | \$ 58.36 | 12/31/2008 | D | 35,274 | 02/20/2008 ⁽¹⁶⁾ | 02/20/2017 | Common Stock | 35, |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|-----|

ESOP

| | | | | | | | | |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|-----|
| (Right to Buy) ⁽¹⁷⁾ | \$ 41 | 12/31/2008 | D | 81,473 | 02/19/2009 ⁽¹⁸⁾ | 02/19/2018 | Common Stock | 81, |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|-----|

ESOP

| | | | | | | | | |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|-----|
| (Right to Buy) ⁽¹⁷⁾ | \$ 48 | 12/31/2008 | D | 95,052 | 02/19/2009 ⁽¹⁸⁾ | 02/19/2018 | Common Stock | 95, |
|--------------------------------|-------|------------|---|--------|----------------------------|------------|--------------|-----|

ESOP

| | | | | | | | | |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|-----|
| (Right to Buy) ⁽¹⁷⁾ | \$ 33.79 | 12/31/2008 | D | 82,125 | 02/19/2009 ⁽¹⁸⁾ | 02/19/2018 | Common Stock | 82, |
|--------------------------------|----------|------------|---|--------|----------------------------|------------|--------------|-----|

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 & Head of Cap. MGMT | |

Signatures

David M.
Carroll

07/19/2005

 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) Includes 116,343 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (2) 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.
- (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: 50,000 shares on 4/17/02, 4/17/03 and 4/17/04.
- (7) The option vests in three equal annual installments, beginning on 4/16/2003.

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- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (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 March 31, 2007.
- (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 20, 2008.
- (17) 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.
- (18) 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.

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