

WACHOVIA CORP NEW

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Ranjana B

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S.
COLLEGE STREET

(Street)

CHARLOTTE, NC 28270

(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
____X____ Officer (give title ____ Other (specify
below) below)
SEVP & Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	V Amount (A) or (D) Price 3,314 D \$ 5.54	56,528	D	
Common Stock	12/31/2008		D	56,528 (1) D \$ 0 (2)	0	D	
Common Stock	12/31/2008		D	213.3577 D \$ 0 (2)	0	I	401K

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ESOP (Right to Buy) ⁽³⁾	\$ 42.91	12/31/2008		D	5,498	01/22/2000 ⁽⁴⁾ 01/22/2009	Common Stock 5,498
ESOP (Right to Buy) ⁽³⁾	\$ 32	12/31/2008		D	3,444	01/28/2001 ⁽⁶⁾ 01/28/2010	Common Stock 3,444
ESOP (Right to Buy) ⁽⁷⁾	\$ 37.98	12/31/2008		D	35,000	04/16/2003 ⁽⁸⁾ 04/16/2012	Common Stock 35,000
ESOP (Right to Buy) ⁽⁷⁾	\$ 37.43	12/31/2008		D	29,687	04/22/2004 ⁽⁹⁾ 04/22/2013	Common Stock 29,687
ESOP (Right to Buy) ⁽⁷⁾	\$ 44.65	12/31/2008		D	12,381	04/19/2005 ⁽¹⁰⁾ 04/19/2014	Common Stock 12,381
ESOP (Right to Buy) ⁽⁷⁾	\$ 50.38	12/31/2008		D	11,717	04/18/2006 ⁽¹¹⁾ 04/18/2015	Common Stock 11,717
ESOP (Right to Buy) ⁽⁷⁾	\$ 56.05	12/31/2008		D	14,240	03/31/2007 ⁽¹²⁾ 03/31/2016	Common Stock 14,240
ESOP (Right to Buy) ⁽⁷⁾	\$ 58.36	12/31/2008		D	7,055	02/20/2008 ⁽¹³⁾ 02/28/2017	Common Stock 7,055
ESOP (Right to Buy) ⁽¹⁴⁾	\$ 41	12/31/2008		D	26,072	02/19/2009 ⁽¹⁵⁾ 02/19/2018	Common Stock 26,072
ESOP (Right to Buy) ⁽¹⁴⁾	\$ 48	12/31/2008		D	30,417	02/19/2009 ⁽¹⁵⁾ 02/19/2018	Common Stock 30,417

Common Stock	27,350
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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Ranjana B ONE WACHOVIA CENTER 301 S. COLLEGE STREET CHARLOTTE, NC 28270			SEVP & Chief Marketing Officer	

Ranjana B. Clark 01/04/2009

 **Signature of Reporting Person
 Date

- * 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 34,219 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) The option becomes exercisable in 20% increments on each of Jan. 22, 2000, 2001, 2002, 2003, and 2004 respectively.
- (5) 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.
- (6) The option becomes exercisable in 20% increments on each of Jan. 28, 2001, 2002, 2003, 2004 and 2005 respectively.
- (7) 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.
- (8) The option vest in 3 equal installments beginning 4/16/2003.
- (9) The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 4/22/2004.
- (10) The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 4/29/2005.
- (11) The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 4/18/2006.
- (12) The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 3/31/2007.
- (13) The option becomes exercisable in substantially equal installments on each of the anniversary of the grant date (20%) beginning 2/20/2008.

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- (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. 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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