Edgar Filing: WACHOVIA CORP NEW - Form 4

WACHOVL Form 4 February 21	A CORP NEW									
FORM	Л							-	PPROVAL	
	Washington, D.C. 20549							OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may cont <i>See</i> Instr 1(b).	6. r Filed pursuant to ns section 17(a) of th 200	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 20(b) of the Investment Company Act of 1040							January 31, 2005Expires:2005Estimated average burden hours per response0.5	
(Print or Type]	Responses)									
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MCFAYDEN SHANNON W 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer										
(Last)	(First) (Middle)	3. Date of	3. Date of Earliest Transaction (Cnec					k all applicable)		
(Month/Da ONE WACHOVIA CENTER, 301 S. 02/20/20 COLLEGE ST.								Director 10% Owner Officer (give title Other (specify below) SEVP, Corp. Comm. Affairs		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHARLOT	TE, NC 28288						Form filed by N Form filed by N Person			
(City)	(State) (Zip)	Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. D (Month/Day/Year) Execu any (Mont		Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed 4 and 5 (A) or	of 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)		
Common Stock	02/20/2007		Code V A	Amount 15,521 (1)	(D) A	Price \$ 0	55,473 <u>(4)</u>	D		
Common Stock							188.0635	Ι	by 401(K)	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
ESOP (Right to Buy) (2)	\$ 58.36	02/20/2007		А	15,521	02/20/2008(3)	02/20/2017	Common Stock	15,52

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE, NC 28288			SEVP, Corp. Comm. Affairs				
Olara aturna a							

Signatures

Shannon W.
McFayden02/21/2007**Signature of ReportingDate

Person

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 restricted stock award vest in substantially equal installments on each of the 5 anniversaries of the date of grant (20% per year) beginning Feb. 20, 2008, assuming that certain financial performance targets are met.
- (2) 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) 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.
- $(4) \frac{\text{Includes 73,505 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.}$

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.