

WACHOVIA CORP NEW
Form 4
October 19, 2006

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 *
TRUSLOW DONALD K

(Last) (First) (Middle)

ONE WACHOVIA CENTER, 301 S. COLLEGE ST.

(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)
10/18/2006

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, and Chief Risk Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/18/2006 | | G | V 4,465 D \$ 0 | 133,415 | D | |
| Common Stock | 10/18/2006 | | M ⁽³⁾ | 23,476 A \$ 28.63 | 156,891 | D | |
| Common Stock | 10/18/2006 | | F | 16,980 D \$ 55.14 | 139,911 ⁽¹⁾ | D | |
| Common Stock | | | | | 6,882.5919 | I | By RSPSP Trust/401K |

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| ESOP (Right to Buy) ⁽⁴⁾ | \$ 28.63 | 10/18/2006 | | M | 23,476 | 01/24/1998 ⁽²⁾ 01/24/2007 | Common Stock 23,476 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUSLOW DONALD K ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE, NC 28288 | | | SEVP, and Chief Risk Officer | |

Signatures

Donald K.
Truslow 10/19/2006

**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) As of 10/18/06, includes 50,373 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (2) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning 1/24/98.
- (3) The exercise price for the 23,476 shares was paid by delivering 16,980 shares of common stock at a FMV of \$55.14 plus \$77.81 in cash.
- (4) 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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