

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 *
LEHMAN ALICE L

(Last) (First) (Middle)

**ONE WACHOVIA CENTER, 301
SOUTH COLLEGE STREET**

(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)
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)

SVP

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2008		D		667.1343	D	\$ 0 ₍₁₎	0	I	By 401(k) plan
Common Stock	12/31/2008		F		5,356	D	\$ 5.54	42,521.4303	D	
Common Stock	12/31/2008		D		42,521.4303	D	\$ 0 ₍₁₎	0	D	

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

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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
ESOP (Right to Buy) ⁽²⁾	\$ 54.9375	12/31/2008		D	1,820	04/20/2000 04/20/2009	Common Stock 1,820
ESOP (Right to Buy) ⁽⁴⁾	\$ 54.9375	12/31/2008		D	8,680	04/20/2000 04/20/2009	Common Stock 8,680
ESOP (Right to Buy) ⁽⁴⁾	\$ 34.9375	12/31/2008		D	13,500	12/14/2000 12/14/2009	Common Stock 13,500
ESOP (Right to Buy) ⁽⁴⁾	\$ 37.98	12/31/2008		D	23,870	04/16/2003 ⁽⁵⁾ 04/16/2012	Common Stock 23,870
ESOP (Right to Buy) ⁽⁴⁾	\$ 37.43	12/31/2008		D	20,187	04/22/2004 ⁽⁶⁾ 04/22/2013	Common Stock 20,187
ESOP ⁽⁷⁾	\$ 44.65	12/31/2008		D	14,464	04/19/2005 ⁽⁸⁾ 04/19/2014	Common Stock 14,464
ESOP ⁽⁹⁾	\$ 50.38	12/31/2008		D	12,303	04/18/2006 ⁽¹⁰⁾ 04/18/2015	Common Stock 12,303
ESOP (Right to Buy) ⁽⁴⁾	\$ 56.05	12/31/2008		D	18,156	03/31/2007 ⁽¹¹⁾ 03/30/2016	Common Stock 18,156
ESOP (Right to Buy) ⁽¹²⁾	\$ 58.36	12/31/2008		D	5,503	02/20/2008 ⁽¹³⁾ 02/20/2017	Common Stock 5,503
ESOP (Right to Buy) ⁽⁴⁾	\$ 33.79	12/31/2008		D	9,198	02/19/2009 ⁽¹⁴⁾ 02/19/2018	Common Stock 9,198

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEHMAN ALICE L ONE WACHOVIA CENTER 301 SOUTH COLLEGE STREET CHARLOTTE, NC 28288			SVP	

Signatures

Alice L. Lehman
01/04/2009

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) 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.
 - (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. The exercise of certain options in any one-year is limited to 100,000 dollars.
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.
 - (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.
 - (4) The option vests in three equal annual installments, beginning on 4/16/2003.
 - (5) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year), beginning 4/22/04.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9) 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.
 - (10) 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.
 - (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 Feb 20, 2008.
 - (13) 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.
 - (14)

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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