

WACHOVIA CORP NEW  
Form 4  
January 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JENKINS BENJAMIN P III**

2. Issuer Name and Ticker or Trading Symbol  
**WACHOVIA CORP NEW [WB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**WACHOVIA CORPORATION, ONE WACHOVIA CENTER**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/31/2008**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman, Pres. Gen. Bank

(Street)  
**CHARLOTTE, NC 28288**

4. If Amendment, Date Original Filed(Month/Day/Year)

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	12/31/2008		D		37,200	D	\$ 0 (1)
Common Stock	12/31/2008		D		114,805	D	\$ 0 (1)
Common Stock	12/31/2008		D		33,344.555	D	\$ 0 (1)
Common Stock	12/31/2008		F		39,762	D	\$ 5.54
	12/31/2008		D		216,419 (2)	D	0

Edgar Filing: WACHOVIA CORP NEW - Form 4

Common Stock \$ 0  
(1)

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 required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
ESOP (Right to Buy) <sup>(3)</sup>	\$ 54.9375	12/31/2008		D	631	04/20/2000	04/19/2009	Common Stock	631
ESOP (Right to Buy) <sup>(5)</sup>	\$ 54.9375	12/31/2008		D	25,969	04/20/2000	04/19/2009	Common Stock	25,969
ESOP (Right to Buy) <sup>(5)</sup>	\$ 34.9375	12/31/2008		D	40,500	12/14/2000	12/14/2009	Common Stock	40,500
ESOP (Right to Buy) <sup>(5)</sup>	\$ 31.5625	12/31/2008		D	94,500	01/03/2001	01/03/2010	Common Stock	94,500
ESOP (Right to Buy) <sup>(5)</sup>	\$ 27.5625	12/31/2008		D	240,000	10/17/2001 <sup>(6)</sup>	10/17/2010	Common Stock	240,000
ESOP (Right to Buy) <sup>(5)</sup>	\$ 30.4	12/31/2008		D	175,000	04/17/2002 <sup>(7)</sup>	04/17/2011	Common Stock	175,000
ESOP (Right to Buy) <sup>(5)</sup>	\$ 34.92	12/31/2008		D	209,300	12/31/2003	07/31/2011	Common Stock	209,300
ESOP (Right to Buy) <sup>(5)</sup>	\$ 37.98	12/31/2008		D	237,342	04/16/2003 <sup>(8)</sup>	04/16/2012	Common Stock	237,342
	\$ 37.43	12/31/2008		D	237,490	04/22/2004 <sup>(9)</sup>	04/22/2013		237,490



## Edgar Filing: WACHOVIA CORP NEW - Form 4

- (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.  
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.
- (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.
- (5) The option vests in the following increments: 80,000 shares on 10/17/01, 10/17/02 and 10/17/03.
- (6) The option vests in equal increments 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.
- (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) ISO - 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.
- (19)

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.