

WACHOVIA CORP NEW  
Form FWP  
December 18, 2007

Filed under Rule 433

**Summary of Terms**

Registration No. 333-125271

Wachovia Corporation

*80,000,000 Depository Shares, Each Representing a 1/40<sup>th</sup> Interest in a Share of*

*8.00% Non-Cumulative Preferred Stock, Series J*

*(liquidation amount \$25 per Share)*

**Issuer:** Wachovia Corporation

**Securities Offered:** Depository Shares, each representing a 1/40<sup>th</sup> interest in a share of Wachovia Corporation 8.00% Non-Cumulative Preferred Stock, Series J

**Ratings:** A2 (Moody's) / A (S&P) / A+ (Fitch)

**Amount:** 80,000,000 Depository Shares

**Over-allotment Option:** 12,000,000 Depository Shares

**Maturity:** Perpetual

**Day Count:** 30/360

**Trade Date:** December 18, 2007

**Settlement Date:** December 21, 2007

**Dividend Rate (Non-Cumulative):** 8.00%

**Dividend Payment Dates:** March 15, June 15, September 15, and December 15 of each year, or by the next business day, beginning March 15, 2008.

**Optional Redemption:** On any Dividend Payment Date on or after December 15, 2017 (subject to limitations described in the prospectus supplement dated December 18, 2007)

**Public Offering Price:** \$25 per depository share

**Underwriting Commissions:** \$0.7875, save for sales to institutions in respect of which the underwriting compensation will be \$0.50

**Net Proceeds:** Approximately \$1.95 billion

**Book-Running Manager:** Wachovia Capital Markets, LLC

**Senior Co-Managers:** Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, UBS Securities LLC

**Junior Co-Managers:** Banc of America Securities LLC, Barclays Capital Inc., Cabrera Capital Markets, LLC, Deutsche Bank Securities Inc., Fifth Third Securities, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., ING Financial Markets LLC, KeyBanc Capital Markets, a division of McDonald Investments Inc., Lehman Brothers Inc., NatCity Investments, Inc., RBC Dain Rauscher Inc., Samuel A. Ramirez & Company, Inc., Sandler O'Neill & Partners, L.P., The Williams Capital Group, L.P., Wells Fargo Securities, LLC

**Depository, registrar and paying agent for the Depository Shares:** U.S. Bank, National Association

**Registrar and paying agent for the Series J Preferred Stock:** American Stock Transfer and Trust Company

**Listing:**

NYSE

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**CUSIP for Depository Shares:** 929903276

**The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by Moody's, Standard and Poor's and Fitch Ratings. Each of the security ratings above should be evaluated independently of any other security rating.**

The issuer has filed a registration statement (including prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-326-5897 or you may e-mail a request to [syndicate.ops@wachovia.com](mailto:syndicate.ops@wachovia.com).