

WACHOVIA CORP NEW  
Form 4  
April 19, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**THOMPSON G KENNEDY**

(Last) (First) (Middle)

**ONE WACHOVIA CENTER, 301 S. COLLEGE ST.**

(Street)

**CHARLOTTE, NC 28288-0005**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**04/18/2005**

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)  
**Chariman, Pres. and CEO**

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 Beneficial Ownership (Instr. 4)
Common Stock	04/18/2005		A	(A) or (D) A	Amount 113,110 (3) Price \$ 50.38	352,587 (4) D	
Common Stock					19,770.2493	I	By 401(k) plan
Common Stock					297	I	By Child (Sc.T)
Common Stock					10,096	I	By GRAT
Common Stock					297	I	By Child 1 (KT)

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Common Stock	188,493	I	By GKT Rev. Trust
Common Stock	297	I	By Child 2 (St.T)
Common Stock	35,616	I	By KBT Rev. Trust

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. 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 Number of Shares
ESOP <sup>(1)</sup>	\$ 50.38	04/18/2005		A	418,864	04/18/2006 <sup>(2)</sup>	04/18/2015	Common Stock	418,864

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON G KENNEDY ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE, NC 28288-0005	X		Chariman, Pres. and CEO	

## Signatures

G. Kennedy  
Thompson

04/19/2005

\*\*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) 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.
- (2) 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.
- (3) The restricted stock award vests in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning April 18, 2006, assuming that certain financial performance targets are met.
- (4) As of 4/18/05, includes 293,418 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.