#### WACHOVIA CORP NEW

Form 4 April 20, 2005

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

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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

1(b).

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obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Addre MCFAYDEN S	ess of Reporting Person HANNON W	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middl	wachovia corp NEW [WB]  e) 3. Date of Earliest Transaction			
ONE WACHOV		(Month/Day/Year) 01 S. 04/18/2005	Director 10% Owner X Officer (give title Other (specifically) below)  SEVP, Corp. Comm. Affairs		
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ol> <li>Individual or Joint/Group Filing(Check Applicable Line)</li> <li>X_ Form filed by One Reporting Person</li> </ol>		
CHARLOTTE,	NC 28288		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIISU: 4)	(IIIsti. 4)
Common Stock	04/18/2005		A	7,831 (3)	A	\$ 50.38	26,385 (4)	D	
Common Stock	1						135.5101	I	by 401(K)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
ESOI	<b>p</b> (1)	\$ 50.38	04/18/2005		A	28.999	04/18/2006(2)	04/18/2015	Common	28.99

Stock

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MCFAYDEN SHANNON W ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE, NC 28288

SEVP, Corp. Comm. Affairs

### **Signatures**

Shannon W. 04/20/2005 McFayden

\*\*Signature of Reporting 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).
- Provisions exist with respect to these shares to allow for the witholding of shares to satisfy tax witholding obligations and the witholding of shares in payment of the exercise price.
- The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) **(2)** beginning April 18, 2006.
- The restricted stock award vest in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) **(3)** beginning April 18, 2006, assuming that certain financial performance targets are met.
- As of 4/18/05, includes 11,573 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.

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