GOODWIN WILLIAM H JR

Form 4 January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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 Number:

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10% Owner

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * GOODWIN WILLIAM H JR

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

WACHOVIA CORP NEW [WB]

3. Date of Earliest Transaction (Month/Day/Year)

01/03/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O BASSETT FURNITURE **INDUSTRIES INC, PO BOX 626**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BASSETT, VA 24055

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

any (Month/Day/Year)

3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

4. Securities (Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common

Stock

Common Stock

6,000

(Instr. 3 and 4)

1,050,000 Ι

D

Bv Riverstone Group, LLC

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. Transactio 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 of Underlying Securities (Instr. 3 and 4)	
	·			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	\$ 0	01/03/2006		A	1,016.448	(2)	(2)	Common Stock	1,016.448

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOODWIN WILLIAM H JR C/O BASSETT FURNITURE INDUSTRIES INC PO BOX 626 BASSETT, VA 24055



Signatures

William H. O1/04/2006 Goodwin, Jr.

**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).
- (1) The phantom stock converts into common stock on a one-for-one basis.
- (2) Phantom stock units awarded pursuant to the Wachovia director deferred stock unit plan. These units are settled following the director's termination of the service as a member of the issuer's board of directors.

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.

Reporting Owners 2