#### MCFAYDEN SHANNON W

Form 4

January 25, 2006

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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

burden hours per response... 0.5

Estimated average

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MCFAYDEN SHANNON W |            |            | 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)   | 3. Date of Earliest Transaction                                    | (Check an apprecion)   |  |  |
| ONE WACHOVIA CENTER, 301 S.<br>COLLEGE ST.                   |            | ER, 301 S. | (Month/Day/Year)<br>01/23/2006                                     | Director 10% OwnerX_ Officer (give title Other (specify below) SEVP, Corp. Comm. Affairs             |  |  |
|  | (Street)   |            | 4. If Amendment, Date Original                                     | 6. Individual or Joint/Group Filing(Check  |  |  |
| CHARLOTTE  | , NC 28288 |            | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                                 | (Zip) Tabl  | e I - Non-D   | erivative | Secur | ities Acq   | uired, Disposed of   | f, or Beneficial | ly Owned  |
|--------------------------------------|---|---|---|-----------|-------|-------------|--|------------------|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |           |       | d of (D)    | 5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) |                  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common                               |   |   | Code V  | Amount    | or    | Price       | Transaction(s) (Instr. 3 and 4) 151.1629   | I                | by 401(K)   |
| Stock Common Stock                   | 01/23/2006                              |   | M   | 782       | A     | \$<br>29.25 | 28,843   | D                |   |
| Common<br>Stock                      | 01/23/2006                              |   | S   | 575       | D     | \$<br>51.66 | 28,268   | D                |   |
| Common<br>Stock                      | 01/23/2006                              |   | M(3)  | 3,418     | A     | \$<br>29.25 | 31,686   | D                |   |
| Common<br>Stock                      | 01/23/2006                              |   | F   | 1,937     | D     | \$<br>51.59 | 29,749 (4)   | D                |   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) |     |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|---|---|---|-----|-------|--|--------------------|---|--|
|   |   |   |   | Code V                                  | (A) | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| ESOP<br>(Right to<br>Buy) (1)                       | \$ 29.25  | 01/23/2006                              |   | M                                       |     | 782   | 04/16/1997   | 04/16/2006         | Common<br>Stock   | 782                                    |
| ESOP<br>(Right to<br>Buy) (2)                       | \$ 29.25  | 01/23/2006                              |   | M                                       |     | 3,418 | 04/16/1997   | 04/16/2006         | Common<br>Stock   | 3,418                                  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

SEVP, Corp. Comm. Affairs

### **Signatures**

Shannon W. 01/25/2006 McFayden

\*\*Signature of Reporting Date

Person

### **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)** 

Reporting Owners 2

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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.

- (2) 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.
- (3) The exercise price for the 3,418 shares was paid by delivering 1,937 shares of common stock at a fair market value of \$51.59, plus \$96.67 in cash.
- (4) Includes 10,780 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.