CARROLL DAVID M

Form 4

February 03, 2006

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Personal CARROLL DAVID M	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) (Midd	,			
WACHOVIA CORPORATION, ONE WACHOVIA CENTER	(Month/Day/Year) 02/01/2006	Director 10% Owner Server Serv		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHARLOTTE, NC 28288-0009		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	or(A) or Di (Instr. 3,	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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							374.4427	I	By 401(k) plan
Common Stock	02/01/2006		S	7,400	D	\$ 54.96	117,353.3706	D	
Common Stock	02/01/2006		S	5,000	D	\$ 55	112,353.3706	D	
Common Stock	02/01/2006		S	5,000	D	\$ 54.99	107,353.3706	D	
Common Stock	02/01/2006		S	2,600	D	\$ 54.97	104,753.3706	D	

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Common Stock	02/01/2006	M	18,450	A	\$ 29.25	123,203.3706	D
Common Stock	02/01/2006	S	12,676	D	\$ 55	110,527.3706 (1)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

(9-02)

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. Transacti Code (Instr. 8)	iorDer Sec Acc or I (D)	urities quired (A) Disposed of str. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ESOP (Right to Buy) (2)	\$ 29.25	02/01/2006		M		18,450	04/16/1997	04/15/2006	Common Stock	18,450

Reporting Owners

Reporting Owner Name / Address	Keauonsmps				
	Director	10% Owner	Officer	Other	

CARROLL DAVID M WACHOVIA CORPORATION ONE WACHOVIA CENTER CHARLOTTE, NC 28288-0009

SEVP Sp Fin and Corp Supp Serv

Relationshine

Signatures

David M. 02/03/2006 Carroll **Signature of Date Reporting 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).

Reporting Owners 2

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- (1) As of 2/1/2006, includes 57,265 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.
- (2) Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and t he withholding of shares in payment of the exercise price.

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.