WACHOVIA CORP NEW
Form 424B5
January 28, 2005
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-72374

PROSPECTUS SUPPLEMENT

(To prospectus dated May 31, 2002)

$17,388,000

Wachovia Corporation

ASTROS℠

(ASseT Return Obligation Securities)

Linked to a Global Basket of Indices

due February 2, 2010

Issuer:	Wachovia Corporation
Principal Amount:	Each note will have a principal amount of $1,000. Each note will be offered at an original public offering price of $1,000.
Maturity Date:	February 2, 2010.
Interest:	Wachovia will not pay you interest during the term of the notes.
Market Measure:	The return on the notes is linked to the performance of an equally weighted basket of indices (the Basket) consisting of the S&P 500® Composite Stock Price Index, the Dow Jones EURO STOXX℠ 50 (Price) Index and the Nikkei 225® Index (each, a Component Index and collectively, the Component Indices).
Maturity Payment Amount:	At maturity, for each note you own, you will receive a cash payment equal to the sum of the principal amount of the note and the Basket performance amount. The Basket performance amount per note will equal the greater of: (i) $0, and (ii) $\$1{,}000 \times \left(\frac{\text{adjusted Basket ending level} \quad \text{Basket starting level}}{\text{Basket starting level}} \right)$ If the adjusted Basket ending level is less than or equal to the Basket starting level, the Basket performance amount will be $0, and the maturity payment amount will be $1,000.
Listing:	The notes have been approved for listing on the American Stock Exchange under the symbol WDB.E .
Pricing Date:	January 26, 2005

Expected Settlement Date:	February 2, 2005
CUSIP number:	92976WAG1

For a detailed description of the terms of the notes, see Summary Information beginning on page S-1 and Specific Terms of the Notes beginning on page S-11.

Investing in the notes involves risks. See Risk Factors beginning on page S-6.

	Per Note	Total
Public Offering Price	100%	$ 17,388,000
Underwriting Discount and Commission	2.5%	$ 434,700
Proceeds to Wachovia Corporation	97.5%	$ 16,953,300

The notes solely represent a senior unsecured debt obligation of Wachovia and are not the obligation of, or guaranteed by, any other entity. The notes are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Wachovia may use this prospectus supplement in the initial sale of the notes. In addition, Wachovia Securities, LLC or any other broker-dealer affiliate of Wachovia may use this prospectus supplement in a market-making or other transaction in any note after its initial sale. ***Unless Wachovia or its agent informs the purchaser otherwise in the confirmation of sale, this prospectus supplement is being used in a market-making transaction.***

Wachovia Securities

The date of this prospectus supplement is January 26, 2005.

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Prospectus Supplement

Prospectus

Unless otherwise indicated, you may rely on the information contained in this prospectus supplement and the accompanying prospectus. Neither we nor the underwriter has authorized anyone to provide information different from that contained in this prospectus supplement and the accompanying prospectus. When you make a decision about whether to invest in the notes, you should not rely upon any information other than the information in this prospectus supplement and the accompanying prospectus. Neither the delivery of this prospectus supplement nor sale of the notes means that information contained in this prospectus supplement or the accompanying prospectus is correct after their respective dates. This prospectus supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy the notes in any circumstances under which the offer of solicitation is unlawful.

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SUMMARY INFORMATION

This summary includes questions and answers that highlight selected information from this prospectus supplement and the accompanying prospectus to help you understand the ASTROS[SM] (ASseT Return Obligation Securities) Linked to a Global Basket of Indices due February 2, 2010 (the notes). You should carefully read this prospectus supplement and the accompanying prospectus to fully understand the terms of the notes, the Component Indices comprising the Basket and the tax and other considerations that are important to you in making a decision about whether to invest in the notes. You should carefully review the section Risk Factors in this prospectus supplement and the accompanying prospectus, which highlights certain risks associated with an investment in the notes, to determine whether an investment in the notes is appropriate for you.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to Wachovia , we , us and our or similar references mean Wachovia Corporation and its subsidiaries. Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to Wachovia Securities mean Wachovia Securities, LLC and all references to WBNA mean Wachovia Bank, National Association. All references to this prospectus supplement mean the pricing supplement contemplated in the accompanying prospectus.

What are the notes?

The notes offered by this prospectus supplement will be issued by Wachovia and will mature on February 2, 2010. The maturity payment amount will be linked to the performance of the Basket, which in turn is based on the performance of the Component Indices. The notes will bear no interest and no other payments will be made until maturity.

Each Component Index will represent 33 $^{1}/3$% of the Basket. The Component Indices are set forth below:

- S&P 500® Composite Stock Price Index (Bloomberg symbol SPX)
- Dow Jones EURO STOXX[SM] 50 (Price) Index (Bloomberg symbol SX5E)
- Nikkei 225® Index (Bloomberg symbol NKY)

As discussed in the accompanying prospectus, the notes are debt securities and are part of a series of debt securities entitled Medium-Term Notes, Series E that Wachovia may issue from time to time. The notes will rank equally with all other unsecured and unsubordinated debt of Wachovia. For more details, see Specific Terms of the Notes beginning on page S-11.

Each note will have a principal amount of $1,000. Each note will be offered at an original public offering price equal to $1,000. You may transfer only whole notes. Wachovia will issue the notes in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the notes.

What will I receive upon maturity of the notes?

At maturity, for each note you own, you will receive a cash payment equal to the sum of the principal amount of the note and the Basket performance amount. The Basket performance amount per note will equal the greater of (i) $0, and (ii) the principal amount of the note, multiplied by the percentage change in the level of the Basket, as reduced by the adjustment factor. *If the adjusted Basket ending level is less than or equal to the Basket starting level, the Basket performance amount will be $0, and the maturity payment amount will be $1,000.*

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Determination of the Basket performance amount

The Basket performance amount per note will be determined by the calculation agent and will equal the greater of:

(i) $0, and

(ii) $\$1{,}000 \times \left(\dfrac{\text{adjusted Basket ending level} \quad \text{Basket starting level}}{\text{Basket starting level}} \right)$

The Basket starting level is 1,000.00.

The Basket ending level will be determined by the calculation agent and will equal the closing level of the Basket on the valuation date. The closing level of the Basket will be calculated based on the weighted levels of the Component Indices (as shown in the table below) and will equal the sum of the products of (i) the index multiplier of each Component Index and (ii) the closing level of the respective Component Index on the valuation date. If the valuation date occurs on a day that is a disrupted day or is not a scheduled trading day, then the Basket ending level will be the closing level of the Basket on the next succeeding scheduled trading day that is not a disrupted day. *If the determination of the Basket ending level is postponed, then the maturity date of the notes will be postponed by an equal number of scheduled trading days.*

Component Index	**Bloomberg Symbol**	**Index Multiplier**	**Closing Level on Pricing Date**	**Initial Weight**
S&P 500® Composite Stock Price Index	SPX	0.28391	1,174.07	33 1/3%
Nikkei 225® Index	NKY	0.02930	11,376.57	33 1/3%
Dow Jones EURO STOXX℠ 50 (Price) Index	SX5E	0.11275	2,956.43	33 1/3%
Total				*100%*

The adjusted Basket ending level will be determined by the calculation agent and will equal the product of (i) the adjustment factor as of the valuation date and (ii) the Basket ending level.

The index multiplier with respect to each Component Index equals the quotient of (i) the initial weight of the Component Index multiplied by the Basket starting level divided by (ii) the closing level of the respective Component Index on January 26, 2005. The index multiplier of each Component Index is indicated in the table above.

The adjustment factor will begin at 100% and will be reduced by a rate of 1% per annum, compounded daily on an actual/365 day year. On any calendar day, the adjustment factor is equal to:

$$\left(100\% - \left(\frac{1\%}{} \right) \right)^{N}$$

365

where N is the number of calendar days from but excluding January 26, 2005 to and including the day of calculation. The adjustment factor as of the valuation date will be 95.12%. Even if the determination of the Basket ending level is postponed, the adjustment factor as of the valuation date will not be affected.

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The valuation date means the fifth scheduled trading day prior to the maturity date.

If the adjusted Basket ending level is less than or equal to the Basket starting level, the Basket performance amount will be $0, and the maturity payment amount will be $1,000.

Hypothetical Examples

Set forth below are three hypothetical examples of the calculation of the maturity payment amount.

Basket starting level: 1,000.00

Adjustment factor on the valuation date: 95.12%

Example 1

The hypothetical Basket ending level is 50% of the Basket starting level:

Hypothetical Basket ending level: 500.00

Hypothetical adjusted Basket ending level: 475.60

Basket performance amount (per note) is the greater of:

(i) $0, and

(ii) $\$1{,}000 \times \dfrac{475.60 \quad 1{,}000.00}{1{,}000.00} = -\$524.40$

Maturity payment amount (per note) = $1,000 + $0 = $1,000

Since the hypothetical adjusted Basket ending level is less than the Basket starting level, the Basket performance amount would equal $0 and the maturity payment amount would equal the principal amount of your note.

Example 2

The hypothetical Basket ending level is 105% of the Basket starting level:

Hypothetical Basket ending level: 1,050.00

Hypothetical adjusted Basket ending level: 998.76

Basket performance amount (per note) is the greater of:

(i) $0, and

(ii) $$\$1{,}000 \times \frac{998.76 \quad 1{,}000.00}{1{,}000.00} = -\$1.24$$

Maturity payment amount (per note) = $1,000 + $0 = $1,000

Since the hypothetical adjusted Basket ending level is less than the Basket starting level, the Basket performance amount would equal $0 and the maturity payment amount would equal the principal amount of your note.

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Example 3

The hypothetical Basket ending level is 150% of the Basket starting level:

Hypothetical Basket ending level: 1,500.00

Hypothetical adjusted Basket ending level: 1,426.80

Basket performance amount (per note) is the greater of:

(i) $0; and

(ii) $$\$1{,}000 \quad \text{x} \left(\frac{1{,}426.80 \quad 1{,}000.00}{1{,}000.00} \right) = \quad \$426.80$$

Maturity payment amount (per note) = $1,000 + $426.80 = $1,426.80

Since the hypothetical adjusted Basket ending level is greater than the Basket starting level, the Basket performance amount would equal $426.80, and the maturity payment amount would be greater than the principal amount of your note.

Who should or should not consider an investment in the notes?

We have designed the notes for investors who are willing to hold the notes to maturity, who seek to protect their investment by receiving at least 100% of the principal amount of their investment at maturity, and who also want to participate in the possible increase in the level of the Basket measured over the term of the notes, subject to the adjustment factor.

The notes are not designed for, and may not be a suitable investment for, investors who are unable or unwilling to hold the notes to maturity, who require an investment that yields a regular return, who seek an investment with a return linked to the full upside performance of the Basket and who are willing to make an investment that is exposed to the full downside performance risk of the Basket.

What will I receive if I sell the notes prior to maturity?

The market value of the notes may fluctuate between the date you purchase them and the maturity date. Several factors and their interrelationship will influence the market value of the notes, including the levels of the Component Indices, dividend yields of the component stocks underlying the Component Indices, the time remaining to the maturity date, interest rates and the volatility of the Component Indices. The notes are 100% principal protected only if held to maturity. If you sell your notes prior to maturity, you may have to sell them at a discount and you will not have principal protection. Depending on the impact of these factors, you may receive less than the principal amount in any sale of your notes before the maturity date and less than what you would have received had you held the notes until maturity. For more details, see Risk Factors Many factors affect the market value of the notes .

Who publishes the Component Indices and what do the Component Indices measure?

The S&P 500® Composite Stock Price Index (the S&P 500® Index) is published by Standard & Poor s, a division of The McGraw-Hill Companies, Inc. (Standard & Poor s or S&P), and is intended to provide an indication of the pattern of common stock price movement. The calculation of the level of the S&P 500® Index is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943.

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The Dow Jones EURO STOXX^{SM} 50 (Price) Index (the EURO STOXX^{SM} 50 Index) is a capitalization-weighted index of 50 European blue-chip stocks. The EURO STOXX^{SM} 50 Index was created by STOXX Limited, a joint venture between Deutsche Börse Group, Dow Jones & Company and SWX Group. Publication of the EURO STOXX^{SM} 50 Index began on February 26, 1998, based on an initial EURO STOXX^{SM} 50 Index value of 1,000 on December 31, 1991.

The Nikkei 225® Index is a stock index calculated, published and disseminated by the Nihon Keizai Shimbun, Inc. (NKS) that measures the composite price performance of selected Japanese stocks. The Nikkei 225 Index currently is based on 225 underlying stocks trading on the Tokyo Stock Exchange (the TSE) representing a broad cross-section of Japanese industries. Stocks listed in the First Section of the TSE are among the most actively traded stocks on the TSE. All 225 underlying stocks are stocks listed in the First Section of the TSE. NKS rules require that the 75 most liquid issues (one-third of the component count of the Index) be included in the Index.

The S&P 500® Index, the EURO STOXX^{SM} 50 Index and the Nikkei 225® Index are determined, calculated and maintained by S&P, STOXX Limited and NKS, respectively (each, a Component Index Sponsor and collectively, the Component Index Sponsors), without regard to the notes.

You should be aware that an investment in the notes does not entitle you to any ownership interest in the stocks of the companies included in the Component Indices. For a detailed discussion of the Component Indices, see The Basket beginning on page S-16.

What about taxes?

If you are a U.S. individual or taxable entity, you generally will be required to pay taxes on ordinary income from the notes over their term based on comparable yield for the notes, even though you will not receive any payments from us until maturity. This comparable yield is determined solely to calculate the amount on which you will be taxed prior to maturity and is neither a prediction nor a guarantee of what the actual yield will be. In addition, any gain you may recognize on the sale or maturity of the notes will be taxed as ordinary interest income. If you purchase the notes at a time other than the original issue date, the tax consequences to you may be different.

For further discussion, see Supplemental Tax Considerations beginning on page S-29.

Will the notes be listed on a stock exchange?

The notes have been approved for listing on the American Stock Exchange under the symbol WDB.E . You should be aware that the listing of the notes on the American Stock Exchange will not necessarily ensure that a liquid trading market will develop for the notes. Accordingly, if you sell your notes prior to the maturity date, you may have to sell them at a substantial loss. You should review the section entitled Risk Factors There may not be an active trading market for the notes in this prospectus supplement.

Are there any risks associated with my investment?

Yes, an investment in the notes is subject to significant risks. We urge you to read the detailed explanation of risks in Risk Factors beginning on page S-6.

How to reach us

You may get information about the notes and on how to contact your local Wachovia Securities branch office by calling 1-888-215-4145 or 1-212-909-0038 and asking for Structured Equity Products.

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RISK FACTORS

An investment in the notes is subject to the risks described below, as well as the risks described under Risk Factors Risks Related to Indexed Notes in the accompanying prospectus. Your notes are a riskier investment than ordinary debt securities. Also, your notes are not equivalent to investing directly in the component stocks, i.e., the common stocks underlying the Component Indices comprising the Basket to which your notes are linked. You should carefully consider whether the notes are suited to your particular circumstances.

The notes are intended to be held to maturity. Your principal is only protected if you hold your notes to maturity

You will receive at least 100% of the principal amount of your notes if you hold your notes to maturity. If you sell your notes in the secondary market prior to maturity, you will not receive principal protection on the portion of your notes sold. You should be willing to hold your notes to maturity.

You will not receive interest payments on the notes

You will not receive any periodic interest payments on the notes and at maturity you may not receive any return in excess of the principal amount of your notes.

Your yield may be lower than the yield on a standard debt security of comparable maturity

The yield that you will receive on your notes, which could be $0, may be less than the return you could earn on other investments. Your yield may be less than the yield you would earn if you bought a standard senior non-callable debt security of Wachovia with the same maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

Owning the notes is not the same as owning the common stocks underlying the Component Indices comprising the Basket

The return on your notes will not reflect the return you would realize if you actually owned and held the common stocks underlying the Component Indices for a similar period because the maturity payment amount will be determined without taking into consideration the value of any dividends that may be paid on the common stocks underlying the Component Indices. In addition, you will not receive any dividend payments or other distributions on the common stocks underlying the Component Indices, and as a holder of the notes, you will not have voting rights or any other rights that holders of the common stocks underlying the Component Indices may have. Even if the level of the Basket increases above the Basket starting level during the term of the notes, the market value of the notes may not increase by the same amount. It is also possible for the level of the Basket to increase while the market value of the notes declines.

The adjustment factor will reduce your participation in any percentage increase in the level of the Basket

The Basket ending level will be reduced by the adjustment factor as of the valuation date, which will be 95.12%. If the level of the Basket appreciates, the return on your notes will be less than the return on an investment in the Basket for the same term that was not subject to the adjustment factor, and you will, therefore, not participate in the full upside performance of the Basket.

There may not be an active trading market for the notes

You should be willing to hold your notes to maturity. The notes have been approved for listing on the American Stock Exchange under the symbol WDB.E . You should be aware that the listing of the notes on the American Stock Exchange will not necessarily ensure that a liquid trading market will develop for the

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notes. The development of a trading market for the notes will depend on our financial performance and other factors such as the increase, if any, in the level of the Basket. Even if a secondary market for the notes develops, it may not provide significant liquidity and we expect that transaction costs in any secondary market would be high. As a result, the difference between bid and asked prices for your note in any secondary market could be substantial. If you sell your notes before maturity, you may have to do so at a discount from the original public offering price, and, as a result, you may suffer substantial losses.

Wachovia Securities and other broker-dealer affiliates of Wachovia currently intend to make a market for the notes, although they are not required to do so and may stop any such market-making activities at any time. As market makers, trading of the notes may cause Wachovia Securities or any other broker-dealer affiliates of Wachovia to have long or short positions of the notes in their inventory. The supply and demand for the notes, including inventory positions of market makers, may affect the secondary market for the notes.

Many factors affect the market value of the notes

The market value of the notes will be affected by factors that interrelate in complex ways. It is important for you to understand that the effect of one factor may offset the increase in the market value of the notes caused by another factor and that the effect of one factor may exacerbate the decrease in the market value of the notes caused by another factor. For example, a change in the volatility of any Component Index may offset some or all of any increase in the market value of the notes attributable to another factor, such as an increase in the level of any Component Index. In addition, a change in interest rates may offset other factors that would otherwise change the levels of the Component Indices and, therefore, may change the market value of the notes. The following paragraphs describe the expected impact on the market value of the notes given a change in a specific factor, assuming all other conditions remain constant.

The level of the Basket is expected to affect the market value of the notes

We expect that the market value of the notes will depend substantially on the amount, if any, by which the Basket ending level exceeds or does not exceed the Basket starting level. If you choose to sell your notes when the level of the Basket, based on then current levels of the Component Indices, exceeds the Basket starting level, you may receive substantially less than the amount that would be payable at maturity based on this level because of the expectation that the level of the Basket will continue to fluctuate until the Basket ending level is determined.

Changes in the volatility of the Component Indices are expected to affect the market value of the notes

Volatility is the term used to describe the size and frequency of price and/or market fluctuations. If the volatility of any Component Index increases or decreases, the market value of the notes may be adversely affected.

Changes in the levels of interest rates are expected to affect the market value of the notes

We expect that changes in interest rates, even if they do not affect the levels of the Component Indices as described above, may affect the market value of the notes and, depending upon other factors (such as the then current levels of the Component Indices, the magnitude of the changes in interest rates and the time remaining to the maturity of the notes), such changes may be adverse to holders of the notes.

Changes in dividend yields of the stocks included in the Component Indices are expected to affect the market value of the notes

In general, if dividend yields on the stocks included in the Component Indices increase, we expect that the market value of the notes will decrease and, conversely, if dividend yields on these stocks decrease, we expect that the market value of the notes will increase. The return on the notes will not reflect any dividends paid on the stocks included in the Component Indices.

Changes in our credit ratings may affect the market value of the notes

Our credit ratings are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings may affect the market value of the notes. However, because the return on your notes is dependent upon factors in addition to our ability to pay our obligations under the notes, such as the percentage change in the levels of the Component Indices shortly prior to maturity relative to the pricing date, an improvement in our credit ratings will not reduce the other investment risks related to the notes.

In general, assuming all relevant factors are held constant, we expect that the effect on the market value of the notes of a given change in some of the factors listed above will be less if it occurs later in the term of the notes than if it occurs earlier in the term of the notes.

Changes that affect the Component Indices will affect the market value of the notes and the amount you will receive at maturity

Each Component Index Sponsor is responsible for calculating and maintaining its Component Index. Any changes, such as additions, deletions or substitutions, to the Component Indices and the manner in which these changes affect the Component Indices or the issuers of the common stocks underlying the Component Indices, could affect the level of the Basket and, therefore, could affect the maturity payment amount, and the market value of the notes prior to maturity.

Wachovia and its affiliates have no affiliation with the Component Index Sponsors and are not responsible for their public disclosure of information

Wachovia and its affiliates are not affiliated with any of the Component Index Sponsors in any way (except for licensing arrangements discussed below under The Basket) and have no ability to control or predict any of their actions, including any errors in or discontinuation of disclosure regarding any of their methods or policies relating to the calculation of the levels of the Component Indices. If any Component Index Sponsor discontinues or suspends the calculation of its Component Index, it may become difficult to determine the market value of the notes or the maturity payment amount. The calculation agent may designate a successor component index selected in its sole discretion. If the calculation agent determines in its sole discretion that no successor component index comparable to the affected Component Index exists, the amount you receive at maturity will be determined by the calculation agent in its sole discretion. See Specific Terms of the Notes Market Disruption Event on page S-14 and Specific Terms of the Notes Discontinuation of the Component Indices; Adjustments to the Component Indices on page S-13. The Component Index Sponsors are not involved in the offer of the notes in any way and have no obligation to consider your interest as an owner of notes in taking any actions that might affect the value of your notes.

We have derived the information about the Component Index Sponsors and the Component Indices in this prospectus supplement from publicly available information, without independent verification. Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about the the Component Index Sponsors and the Component Indices contained in this prospectus supplement. You, as an investor in the notes, should make your own investigation into the Component Index Sponsors and the Component Indices.

Historical levels of the Component Indices should not be taken as an indication of the future levels of the Component Indices during the term of the notes

The trading prices of the stocks underlying the Component Indices will determine the levels of the Component Indices at any given time. The stocks underlying the Component Indices have performed differently in the past and are expected to perform differently in the future. As a result, it is impossible to predict whether the levels of the Component Indices will rise or fall. Trading prices of the stocks underlying the Component Indices will be influenced by complex and interrelated political, economic, financial and other factors that can affect the issuers of the stocks underlying the Component Indices.

An investment in the notes is subject to risks associated with global securities markets

The stocks comprising the S&P 500® Index are issued by U.S. companies and are denominated in U.S. dollars. The stocks comprising the EURO STOXX℠ 50 Index are issued by European companies and are denominated in euros. The stocks comprising the Nikkei 225® Index are issued by companies publicly traded in Japan and are denominated in Japanese yen. Because of the global nature of these issuers as a group and the currencies in which the stocks underlying the Component Indices are denominated, you should be aware that investments in securities linked to the value of these equity securities involve particular risks. For example, the European and Japanese securities markets may be more volatile than U.S. securities markets and market developments may affect these markets differently from U.S. or other securities markets. Direct or indirect government intervention to stabilize the securities markets outside the United States, as well as cross-shareholdings in certain companies, may affect trading prices and trading volumes in those markets. Also, the public availability of information concerning the issuers of stocks underlying the Component Indices will vary depending on their home jurisdiction and the reporting requirements imposed by their respective regulators. In addition, the issuers of the stocks underlying the Component Indices may be subject to different accounting, auditing and financial reporting standards and requirements.

Securities prices generally are subject to political, economic, financial and social factors that apply to the markets in which they trade and, to a lesser extent, foreign markets. Securities prices outside the U.S. are subject to political, economic, financial and social factors that apply in foreign countries. These factors, which could negatively affect foreign securities markets, include the possibility of changes in a foreign government s economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, foreign economies may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

The maturity payment amount for the notes will not be adjusted for changes in the Japanese yen/U.S. dollar or the euro/U.S. dollar exchange rates

Although the stocks underlying the Nikkei 225® Index and the EURO STOXX℠ 50 Index are traded in Japanese yen and euros, respectively, and the notes, which are linked to the Component Indices, are denominated in U.S. dollars, the maturity payment amount will not be adjusted for changes in the Japanese yen/U.S. dollar exchange rate or the euro/U.S. dollar exchange rate. Changes in exchange rates, however, may reflect changes in the Japanese or European economy, as applicable, that in turn may affect the maturity payment amount for the notes. The maturity payment amount will be based solely on the principal amount of the notes plus the Basket performance amount.

The Basket is not a recognized market index and may not accurately reflect global market performance

The Basket is not a recognized market index. The Basket was created solely for purposes of the offering of the notes and will be calculated solely during the term of the notes. The Basket does not reflect the performance of all major securities markets, and may not reflect actual global market performance.

Purchases and sales by us and our affiliates may affect the return on the notes

As described below under Use of Proceeds and Hedging on page S-32, we or one or more of our affiliates may hedge our obligations under the notes by purchasing stocks underlying the Component Indices,

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futures or options on the Component Indices or stocks underlying the Component Indices, or exchange-traded funds or other derivative instruments with returns linked or related to changes in the trading prices of stocks underlying the Component Indices or the levels of the Component Indices, and we may adjust these hedges by, among other things, purchasing or selling stocks underlying the Component Indices, futures, options, or exchange-traded funds or other derivative instruments with returns linked to the Component Indices or the stocks underlying the Component Indices at any time. Although they are not expected to, any of these hedging activities may adversely affect the trading prices of stocks underlying the Component Indices and/or the levels of the Component Indices and, therefore, the market value of the notes. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the notes declines.

The calculation agent may postpone the determination of the Basket ending level and the maturity date if a market disruption event occurs on the valuation date

The determination of the Basket ending level may be postponed if the calculation agent determines that a market disruption event has occurred or is continuing on the valuation date with respect to one or more of the Component Indices. If a postponement occurs, the calculation agent will use the closing level of the Basket on the next succeeding scheduled trading day on which no market disruption event occurs or is continuing as the Basket ending level and for calculation of the adjusted Basket ending level. As a result, the maturity date for the notes would be postponed. You will not be entitled to compensation from us or the calculation agent for any loss suffered as a result of the occurrence of a market disruption event, any resulting delay in payment or any change in the level of the Basket after the valuation date. See Specific Terms of the Notes Market Disruption Event beginning on page S-14.

Potential conflicts of interest could arise

Our subsidiary, WBNA, is our agent for the purposes of calculating the Basket ending level, the adjusted Basket ending level and the maturity payment amount. Under certain circumstances, WBNA s role as our subsidiary and its responsibilities as calculation agent for the notes could give rise to conflicts of interest. These conflicts could occur, for instance, in connection with its determination as to whether the level of the Basket can be calculated on a particular scheduled trading day, or in connection with judgments that it would be required to make in the event of a discontinuance of any Component Index. See the sections entitled Specific Terms of the Notes Discontinuation of the Component Indices; Adjustments to the Component Indices on page S-13 and Specific Terms of the Notes Market Disruption Event on page S-14. WBNA is required to carry out its duties as calculation agent in good faith and using its reasonable judgment.

Wachovia or its affiliates may presently or from time to time engage in business with one or more of the issuers of component stocks included in the Component Indices. This business may include extending loans to, or making equity investments in, such companies or providing advisory services to such companies, including merger and acquisition advisory services. In the course of business, Wachovia or its affiliates may acquire non-public information relating to these companies and, in addition, one or more affiliates of Wachovia may publish research reports about these companies. Wachovia does not make any representation to any purchasers of the notes regarding any matters whatsoever relating to the issuers of component stocks included in the Component Indices. Any prospective purchaser of the notes should undertake an independent investigation of these companies as in its judgment is appropriate to make an informed decision regarding an investment in the notes. The composition of the issuers of component stock included in the Component Indices does not reflect any investment or sell recommendations of Wachovia or its affiliates.

U.S. taxpayers will be required to pay taxes on the notes each year

If you are a U.S. person, you generally will be required to pay taxes on ordinary income from the notes over their term based upon the comparable yield for the notes, even though you will not receive any payments from us until maturity. The comparable yield is determined solely to calculate the amounts you will be taxed on prior to maturity and is neither a prediction nor a guarantee of what the actual yield will be. In addition, any gain you may recognize upon the sale or maturity of the notes will be taxed as ordinary income. Conversely, if the maturity payment amount is less than the projected payment at maturity based on the estimated yield for the notes, you would experience an ordinary tax loss to the extent you previously accrued interest income. If you purchase the notes at a time other than the original issue date, the tax consequences may be different. You should consult your tax advisor about your own tax situation.

For further information, see Supplemental Tax Considerations on page S-29.

Certain considerations for insurance companies and employee benefit plans

A fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call ERISA , or the Internal Revenue Code of 1986, as amended, and that is considering purchasing the notes with the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the notes could become a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar prohibition. These prohibitions are discussed in further detail under Employee Retirement Income Security Act on page S-31.

SPECIFIC TERMS OF THE NOTES

Please note that in this section entitled Specific Terms of the Notes , references to holders mean those who own notes registered in their own names, on the books that we or the trustee maintain for this purpose, and not indirect holders who own beneficial interests in notes registered in street name or in notes issued in book-entry form through The Depository Trust Company. Please review the special considerations that apply to indirect holders in the accompanying prospectus, under Legal Ownership .

The notes are part of a series of debt securities, entitled Medium-Term Notes, Series E , that we may issue under the indenture from time to time as described in the accompanying prospectus. The notes are also Indexed Notes and Senior Notes , each as described in the accompanying prospectus.

This prospectus supplement summarizes specific financial and other terms that apply to the notes. Terms that apply generally to all Medium-Term Notes, Series E, are described in Description of the Notes We May Offer in the accompanying prospectus. The terms described here supplement those described in the accompanying prospectus and, if the terms described there are inconsistent with those described here, the terms described here are controlling.

We describe the terms of the notes in more detail below.

No Interest

While at maturity a beneficial owner of a note will receive a cash payment equal to the maturity payment amount, there will be no other payment of interest, periodic or otherwise.

Denominations

Wachovia will issue the notes in principal amount of $1,000 per note and integral multiples thereof.

Maturity Payment Amount

At maturity, for each note you own, you will receive a cash payment equal to the sum of the principal amount of the note and the Basket performance amount. The Basket performance amount per note will equal the greater of (i) $0, and (ii) the principal amount of the note, multiplied by the percentage change in the level of the Basket, as reduced by the adjustment factor. *If the adjusted Basket ending level is less than or equal to the Basket starting level, the Basket performance amount will be $0, and the maturity payment amount will be $1,000.*

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Determination of the Basket performance amount

The Basket performance amount per note will be determined by the calculation agent and will equal the greater of:

(i) $0, and

(ii) $1,000 x $\left(\frac{\text{adjusted Basket ending level} \quad \text{Basket starting level}}{\text{Basket starting level}}\right)$

The Basket starting level is 1,000.00.

The Basket ending level will be determined by the calculation agent and will equal the closing level of the Basket on the valuation date. The closing level of the Basket will be calculated based on the weighted levels of the Component Indices (as shown in the table below) and will equal the sum of the products of (i) the index multiplier of each Component Index and (ii) the closing level of the respective Component Index on the valuation date. If the valuation date occurs on a day that is a disrupted day or is not a scheduled trading day, then the Basket ending level will be the closing level of the Basket on the next succeeding scheduled trading day that is not a disrupted day. *If the determination of the Basket ending level is postponed, then the maturity date of the notes will be postponed by an equal number of scheduled trading days.*

Component Index	**Bloomberg Symbol**	**Index Multiplier**	**Closing Level on Pricing Date**	**Initial Weight**
S&P 500® Composite Stock Price Index	SPX	0.28391	1,174.07	33 1/3%
Nikkei 225® Index	NKY	0.02930	11,376.57	33 1/3%
Dow Jones EURO STOXX℠ 50 (Price) Index	SX5E	0.11275	2,956.43	33 1/3%
Total				*100%*

The adjusted Basket ending level will be determined by the calculation agent and will equal the product of (i) the adjustment factor as of the valuation date and (ii) the Basket ending level.

The index multiplier with respect to each Component Index equals the quotient of (i) the initial weight of the Component Index multiplied by the Basket starting level divided by (ii) the closing level of the respective Component Index on January 26, 2005. The index multiplier of each Component Index is indicated in the table above.

The adjustment factor will begin at 100% and will be reduced by a rate of 1% per annum, compounded daily on an actual/365 day year. On any calendar day, the adjustment factor is equal to:

$$\left(100\% - \left(\frac{1\%}{365}\right)\right)^{N}$$

where N is the number of calendar days from but excluding January 26, 2005 to and including the day of calculation. The adjustment factor as of the valuation date will be 95.12%. Even if the determination of the Basket ending level is postponed, the adjustment factor as of the valuation date will not be affected.

The valuation date means the fifth scheduled trading day prior to the maturity date.

A scheduled trading day means any day on which each exchange and related exchange is scheduled to be open for its respective regular trading sessions.

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A disrupted day means any scheduled trading day on which a relevant exchange or related exchange fails to open for trading during its regular trading session or on which a market disruption event has occurred.

If any payment is due on the notes on a day which is not a day on which commercial banks settle payments in The City of New York, then such payment may then be made on the next succeeding day that is a day on which commercial banks settle payments in The City of New York, in the same amount and with the same effect as if paid on the original due date.

WBNA, our subsidiary, will serve as the calculation agent. All determinations made by the calculation agent shall be at the sole discretion of the calculation agent and, absent a determination of a manifest error, shall be conclusive for all purposes and binding on Wachovia and the holders and beneficial owners of the notes. Wachovia may at any time change the calculation agent without notice to holders of notes.

Discontinuation of the Component Indices; Adjustments to the Component Indices

If any Component Index Sponsor discontinues publication of its Component Index and that Component Index Sponsor or another entity publishes a successor or substitute component index that the calculation agent determines, in its sole discretion, to be comparable to the affected Component Index (a successor component index), then, upon the calculation agent s notification of any determination to the trustee and Wachovia, the calculation agent will substitute the successor component index as calculated by that Component Index Sponsor or any other entity for the affected Component Index and calculate the maturity payment amount as described above under Payment at Maturity . Upon any selection by the calculation agent of a successor component index, Wachovia shall cause notice to be given to holders of the notes.

In the event that any Component Index Sponsor discontinues publication of its Component Index and:

- the calculation agent does not select a successor component index, or
- the successor component index is no longer published on any of the relevant scheduled trading days,

the calculation agent will compute a substitute level for the affected Component Index in accordance with the procedures last used to calculate the level of the affected Component Index before any discontinuation but using only those securities that comprised the affected Component Index prior to such discontinuation. If a successor component index is selected or the calculation agent calculates a level as a substitute for the affected Component Index as described below, the successor component index or level will be used as a substitute for the affected Component Index for all purposes going forward, including for purposes of determining whether a market disruption event exists, even if the Component Index Sponsor elects to begin republishing the Component Index, unless the calculation agent in its sole discretion decides to use the republished Component Index.

If any Component Index Sponsor discontinues publication of its Component Index and the calculation agent determines that no successor component index is available at that time, then on each scheduled trading day until the earlier to occur of:

the determination of the maturity payment amount, or

a determination by the calculation agent that a successor component index is available,

the calculation agent will determine the level that would be used in computing the maturity payment amount as described in the preceding paragraph as if that day were a scheduled trading day. The calculation agent will cause notice of each level to be published not less often than once each month in *The Wall Street Journal* or another newspaper of general circulation, and arrange for information with respect to these levels to be made available by telephone.

Notwithstanding these alternative arrangements, discontinuation of the publication of a Component Index would be expected to adversely affect the market value of, liquidity of and trading in the notes.

If at any time the method of calculating the level of any Component Index or the level of any successor component index changes in any material respect, or if the Component Index or successor component index is in any other way modified so that the Component Index or successor component index does not, in the opinion of the calculation agent, fairly represent the level of the Component Index had those changes or modifications not been made, then, from and after that time, the calculation agent shall, at the close of business in The City of New York, New York, on each date that the closing level of the Component Index is to be calculated, make any adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a calculation of a level of a stock index comparable to the Component Index or such successor component index, as the case may be, as if those changes or modifications had not been made, and calculate the closing level with reference to the Component Index or such successor component index, as so adjusted. Accordingly, if the method of calculating the Component Index or a successor component index is modified and has a diluting or concentrative effect on the level of the Component Index or successor component index, e.g., due to a split, then the calculation agent shall adjust the Component Index or successor component index in order to arrive at a level of the Component Index or successor component index as if it had not been modified, e.g., as if a split had not occurred.

Neither the calculation agent nor Wachovia will have any responsibility for good faith errors or omissions in calculating or disseminating information regarding any Component Index or any successor component index or as to modifications, adjustments or calculations by any Component Index Sponsor or any successor component index sponsor in order to arrive at the level of the Component Index or any successor component index.

Market Disruption Event

A market disruption event with respect to any Component Index, as determined by the calculation agent in its sole discretion, means a relevant exchange or any related exchange fails to open for trading during its regular trading session or the occurrence or existence of any of the following events:

- a trading disruption, if the calculation agent determines it is material, at any time during the one-hour period that ends at the close of trading for a relevant exchange or related exchange; or
- an exchange disruption, if the calculation agent determines it is material, at any time during the one-hour period that ends at the close of trading for a relevant exchange or related exchange; or
- an early closure.

For the purposes of determining whether a market disruption event with respect to any Component Index exists at any time, if a market disruption event occurs in respect of a security included in a Component Index at any time, then the relevant percentage contribution of that security to the level of that Component Index shall be based on a comparison of (i) the portion of the level of that Component Index attributable to that security and (ii) the overall level of that Component Index, in each case immediately before the occurrence of the market disruption event.

A trading disruption means any suspension of or limitation imposed on trading by the relevant exchange or related exchange or otherwise, whether by reason of movements in price exceeding limits permitted by the relevant exchange or related exchange or otherwise, (i) relating to securities that comprise 20 percent or more of the level of any Component Index or (ii) in options contracts or futures contracts relating to any Component Index on any relevant related exchange.

An exchange disruption means any event (other than a scheduled early closure) that disrupts or impairs (as determined by the calculation agent in its sole discretion) the ability of market participants in

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general to (i) effect transactions in or obtain market values on any relevant exchange or related exchange in securities that comprise 20 percent or more of the level of any Component Index or (ii) effect transactions in options contracts or futures contracts relating to any Component Index on any relevant related exchange.

An early closure means the closure on any exchange business day of any relevant exchange relating to securities that comprise 20 percent or more of the level of any Component Index or any related exchange prior to its normally scheduled closing time unless such earlier closing time is announced by such exchange or related exchange at least one-hour prior to the earlier of (i) the actual closing time for the regular trading session on such exchange or related exchange on such exchange business day and (ii) the submission deadline for orders to be entered into the relevant exchange system for execution at the close of trading on such exchange business day.

An exchange means the primary organized exchange or quotation system for trading any securities included in any Component Index and any successor to any such exchange or quotation system or any substitute exchange or quotation system to which trading in any securities underlying any Component Index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the securities underlying any Component Index on such substitute exchange or quotation system as on the original exchange).

An exchange business day means any scheduled trading day on which each exchange and related exchange is open for business during its regular trading session, notwithstanding any such exchange or related exchange closing prior to its scheduled weekday closing time, without regard to after hours or other trading outside its regular trading session hours.

A related exchange means each exchange or quotation system on which futures or options contracts relating to any Component Index are traded, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the futures or options contracts relating to that Component Index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the futures or options contracts relating to that Component Index on such temporary substitute exchange or quotation system as on the original related exchange).

Events of Default and Acceleration

In case an event of default with respect to any notes has occurred and is continuing, the amount payable to a beneficial owner of a note upon any acceleration permitted by the notes, with respect to the principal amount of each note will be equal to the maturity payment amount, calculated as though the date of early repayment were the maturity date of the notes. If one or more annual valuation periods have already occurred, the related annual percentage changes shall be considered in determining the maturity payment amount. If a bankruptcy proceeding is commenced in respect of Wachovia, the claim of the beneficial owner of a note may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the principal amount of the note plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding were the maturity date of the notes.

In case of default in payment of the notes, whether at their maturity or upon acceleration, the notes will not bear a default interest rate.

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THE BASKET

The Basket is an equally weighted basket of indices consisting of the S&P 500® Composite Stock Price Index (Bloomberg symbol SPX), the Dow Jones EURO STOXX℠ 50 (Price) Index (Bloomberg symbol SX5E) and the Nikkei 225® Index (Bloomberg symbol NKY).

The S&P 500® Composite Stock Price Index

We have obtained all information regarding the S&P 500® Index contained in this prospectus supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, Standard & Poor s. Standard & Poor s has no obligation to continue to publish, and may discontinue publication of, the S&P 500® Index. We do not assume any responsibility for the accuracy or completeness of such information.

The S&P 500® Index is determined, comprised and calculated by Standard & Poor s without regard to the notes. The S&P 500® Index is intended to provide an indication of the pattern of common stock price movement. The calculation of the level of the S&P 500® Index, discussed below in further detail, is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943. As of December 31, 2004, 425 companies or 84.6% of the S&P 500® Index traded on the New York Stock Exchange; 74 companies or 15.3% of the S&P 500® Index traded on The Nasdaq Stock Market; and 1 company or 0.1% of the S&P 500® Index traded on the American Stock Exchange. As of December 31, 2004, the aggregate market value of the 500 companies included in the S&P 500® Index represented approximately 76% of the aggregate market value of stocks included in the Standard & Poor s Stock Guide Database of domestic common stocks traded in the United States, excluding American depositary receipts and shares of real estate investment trusts, limited partnerships and mutual funds. Standard & Poor s chooses companies for inclusion in the S&P 500® Index with the aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the New York Stock Exchange, which Standard & Poor s uses as an assumed model for the composition of the total market. Relevant criteria employed by Standard & Poor s include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the market price of that company s common stock is generally responsive to changes in the affairs of the respective industry and the market value and trading activity of the common stock of that company. Ten main groups of companies comprise the S&P 500® Index with the number of companies as of December 31, 2004 included in each group indicated in parentheses: consumer discretionary (87), consumer staples (36), energy (28), financials (82), health care (55), industrials (57), information technology (80), materials (32), telecommunication services (10) and utilities (33). Standard & Poor s may from time to time, in its sole discretion, add companies to, or delete companies from, the S&P 500® Index to achieve the objectives stated above.

The level of the S&P 500® Index at any time does not reflect the payment of dividends on the stocks included in the S&P 500® Index (each, a component stock). Because of this factor, the return on the notes will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered notes.

Computation of the S&P 500® Composite Stock Price Index

Standard & Poor s currently computes the S&P 500® Composite Stock Price Index as of a particular time as follows:

the product of the market price per share and the number of then outstanding shares of each component stock is determined as of that time (referred to as the market value of that stock);

the market values of all component stocks as of that time are aggregated;

the mean average of the market values as of each week in the base period of the years 1941 through 1943 of the common stock of each company in a group of 500 substantially similar companies is determined;

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the mean average market values of all these common stocks over the base period are aggregated (the aggregate amount being referred to as the base value);

the current aggregate market value of all component stocks is divided by the base value; and

the resulting quotient, expressed in decimals, is multiplied by ten.

While Standard & Poor s currently employs the above methodology to calculate the S&P 500® Index, no assurance can be given that Standard & Poor s will not modify or change this methodology in a manner that may affect the payment amount for the notes upon maturity or otherwise.

Standard & Poor s adjusts the foregoing formula to offset the effects of changes in the market value of a component stock that are determined by Standard & Poor s to be arbitrary or not due to true market fluctuations. These changes may result from causes such as:

the issuance of stock dividends;

the granting to shareholders of rights to purchase additional shares of stock;

the purchase of shares by employees pursuant to employee benefit plans;

consolidations and acquisitions;

the granting to shareholders of rights to purchase other securities of the issuer;

the substitution by Standard & Poor s of particular component stocks in the S&P 500® Index; and

other reasons.

In these cases, Standard & Poor s first recalculates the aggregate market value of all component stocks, after taking account of the new market price per share of the particular component stock or the new number of outstanding shares of that stock or both, as the case may be, and then determines the new base value in accordance with the following formula:

$$\text{Old Base Value} \times \left(\frac{\text{New Market Value}}{\text{Old Market Value}} \right) = \text{New Base Value}$$

The result is that the base value is adjusted in proportion to any change in the aggregate market value of all component stocks resulting from the causes referred to above to the extent necessary to negate the effects of these causes upon the S&P 500® Index.

The Dow Jones EURO STOXX[SM] 50 (Price) Index

We have derived all information contained in this pricing supplement regarding the EURO STOXX[SM] 50 Index, including, without limitation, its make-up, method of calculation and changes in its components, from publicly available information. Such information reflects the policies of, and is subject to change by, STOXX Limited. The EURO STOXX[SM] 50 Index is calculated, maintained and published by STOXX Limited. We make no representation or warranty as to the accuracy or completeness of such information.

The EURO STOXX[SM] 50 Index was created by STOXX Limited, a joint venture between Deutsche Börse Group, Dow Jones & Company and SWX Group. Publication of the EURO STOXX[SM] 50 Index began on February 26, 1998, based on an initial Index value of 1,000 at December 31, 1991. The Index is published in *The Wall Street Journal* and disseminated on the STOXX Limited website: http://www.STOXX.com.

The EURO STOXX[SM] 50 Index is composed of 50 component stocks of market sector leaders from within the Dow Jones EURO STOXX[SM] Index, which includes stocks selected from the Eurozone. The

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component stocks have a high degree of liquidity and represent the largest companies across all market sectors defined by the Dow Jones Global Classification Standard. The industrial sector weightings of the securities currently included in the EURO STOXX^{SM} 50 Index as of December 30, 2004 were as follows: Automobiles & Parts, 1.9%; Banks, 20.8%; Chemicals, 4.0%; Construction & Materials, 1.8%; Food & Beverage, 2.9%; Health Care, 3.8%; Industrial Goods & Services, 3.4%; Insurance, 10.6%; Media, 1.6%; Oil & Gas, 16.2%; Personal & Household Goods, 3.7%; Retail, 1.9%; Technology, 6.2%; Telecommunications, 12.1%; and Utilities, 9.0%. As of December 30, 2004, the six countries that are represented in the EURO STOXX^{SM} 50 Index account for the following approximate percentages: (1) Finland, 3.5%; (2) France, 31.3%; (3) Germany, 22.6%; (4) Italy, 11.6%; (5) The Netherlands, 17.2%; and (6) Spain, 13.8%.

The composition of the EURO STOXX^{SM} 50 Index is reviewed annually, based on the closing/adjusted stock data on the last trading day in August. The component stocks are announced on the first trading day in September. Changes to the component stocks are implemented on the third Friday in September and are effective the following trading day. Changes in the composition of the EURO STOXX^{SM} 50 Index are made to ensure that the EURO STOXX^{SM} 50 Index includes the 50 market sector leaders from within the Dow Jones EURO STOXX^{SM} Index. The free float factors for each component stock used to calculate the EURO STOXX^{SM} 50 Index, as described below, are reviewed, calculated and implemented on a quarterly basis and are fixed until the next quarterly review. The EURO STOXX^{SM} 50 Index is also reviewed on an ongoing basis. Corporate actions (including initial public offerings, mergers and takeovers, spin-offs, delistings and bankruptcy) that affect the EURO STOXX^{SM} 50 Index composition are immediately reviewed. Any changes are announced, implemented and effective in line with the type of corporate action and the magnitude of the effect.

The EURO STOXX^{SM} 50 Index is calculated with the Laspeyres formula, which measures the aggregate price changes in the component stocks against a fixed base quantity weight. The formula for calculating the EURO STOXX^{SM} 50 Index value can be expressed as follows:

$$\text{Index} = \frac{\text{free float market capitalization of the Index}}{\text{adjusted base date market capitalization of the Index}} \times 1{,}000$$

The free float market capitalization of the Index is equal to the sum of the products of (i) the price of each component stock, (ii) the free-float factor for the corresponding component company, (iii) the number of shares of the corresponding component company and (iv) the cross rate of the corresponding component company, as of the time the Index is being calculated.

The adjusted base date market capitalization of the Index is equal to the product of (i) the adjustment factor for the base date market capitalization and (ii) the sum of the products of (x) the closing price of the component stock on the base date, (y) the number of shares of the component company represented by the component stock in (x) on the base date, and (z) the cross rate of one component company represented by the component stock in (x) on the base date.

The EURO STOXX^{SM} 50 Index is also subject to a divisor, which is adjusted to maintain the continuity of the EURO STOXX^{SM} 50 Index values across changes due to corporate actions. The following is a summary of the adjustments to any component stock made for corporate actions and the effect of such adjustment on the divisor, where shareholders of the component stock will receive B number of shares for every A share held.

(1) Split and reverse split:
Adjusted price = closing price * A/B

New number of shares = old number of shares * B/A

Divisor: no change

(2) Rights offering:
Adjusted price = (closing price * A + subscription price * B) / (A + B)

New number of shares = old number of shares * (A + B) / A

Divisor: increases

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(3) Stock dividend:
Adjusted price = closing price * A / (A + B)

New number of shares = old number of shares * (A + B) / A

Divisor: no change

(4) Stock dividend of another company:
Adjusted price = (closing price * A   price of other company * B) / A

Divisor: decreases

(5) Return of capital and share consideration:
Adjusted price = (closing price   dividend announced by company * (1-withholding tax)) * A / B

New number of shares = old number of shares * B / A

Divisor: decreases

(6) Repurchases of shares / self tender:
Adjusted price = ((price before tender * old number of shares)   (tender price * number of

tendered shares)) / (old number of shares   number of tendered shares)

New number of shares = old number of shares   number of tendered shares

Divisor: decreases

(7) Spin-off:
Adjusted price = (closing price * A   price of spun-off shares * B) / A

Divisor: decreases

(8) Combination stock distribution (divided or split) and rights offering:
For this corporate action, the following additional assumptions apply:

Shareholders receive B new shares from the distribution and C new shares from the rights offering for every A shares held
If A is not equal to one share, all the following new number of shares formulae need to be divided by A:

(a) If rights are applicable after stock distribution (one action applicable to other):

Adjusted price = (closing price * A + subscription price * C * (1 + B / A)) / ((A + B) * (1 + C / A))

New number of shares = old number of shares * ((A + B) * (1 + C / A)) / A

Divisor: increases

(b) If stock distribution is applicable after rights (one action applicable to other):

Adjusted price = (closing price * A + subscription price * C) / ((A + C) * (1 + B / A))

New number of shares = old number of shares * ((A + C) * (1 + B / A))

Divisor: increases

(c) Stock distribution and rights (neither action is applicable to the other):

Adjusted price = (closing price * A + subscription price * C) / (A + B+ C)

New number of shares = old number of shares * (A + B + C) / A

Divisor: increases

The Nikkei 225® Index

All information in this prospectus supplement regarding the Nikkei 225® Index, including, without limitation, its make-up, method of calculation and changes in its components, is derived from publicly available information. Such information reflects the policies of, and is subject to change by, NKS or any of its affiliates. NKS owns the copyright and all other rights to the Nikkei 225® Index. NKS has no obligation to continue to publish, and may discontinue publication of, the Nikkei 225® Index. We do not assume any responsibility for the accuracy or completeness of such information. Historical performance of the Nikkei 225® Index is not an indication of future performance. Future performance of the Nikkei 225® Index may differ significantly from historical performance, either positively or negatively.

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The Nikkei 225® Index is a stock index calculated, published and disseminated by NKS that measures the composite price performance of selected Japanese stocks. The Nikkei 225® Index is currently based on 225 underlying stocks trading on the Tokyo Stock Exchange (the TSE), and represents a broad cross-section of Japanese industry. All 225 Index Constituent Stocks are stocks listed on the First Section of the TSE. Domestic stocks admitted to the TSE are assigned either to the First Section, Second Section or Mothers Section. Stocks listed in the First Section are among the most actively traded stocks on the TSE. At the end of each business year, the TSE examines each First Section stock to determine whether it continues to meet the criteria for inclusion in the First Section and each Second Section stock to determine whether it may qualify for inclusion in the First Section. Futures and options contracts on the Index are traded on the Singapore Exchange Ltd., the Osaka Securities Exchange Co., Ltd. and the Chicago Mercantile Exchange Inc.

The Nikkei 225® Index is a modified, price-weighted index. Each stock s weight in the Nikkei 225® Index is based on its price per share rather than the total market capitalization of the issuer. NKS calculates the Nikkei 225® Index by multiplying the per-share price of each stock underlying the Nikkei 225® Index by the corresponding weighting factor for that stock, calculating the sum of all these products and dividing that sum by a divisor. The divisor, initially set in 1949 at 225, was 23.947 as of October 1, 2004 and is subject to periodic adjustments as described below. The weighting factor for each stock underlying the Nikkei 225® Index is computed by dividing 50 Japanese yen by the par value of that stock, so that the share price of each stock underlying the Nikkei 225® Index when multiplied by its weighting factor corresponds to a share price based on a uniform par value of 50 Japanese yen. Each weighting factor represents the number of shares of the related stock underlying the Nikkei 225® Index that are included in one trading unit of the Nikkei 225® Index. The stock prices used in the calculation of the Nikkei 225® Index are those reported by a primary market for the stock underlying the Nikkei 225® Index, which is currently the TSE. The level of the Nikkei 225® Index is calculated once per minute during TSE trading hours.

In order to maintain continuity in the level of the Nikkei 225® Index in the event of certain changes affecting the stock underlying the Nikkei 225® Index, such as the addition or deletion of stocks, substitution of stocks, stock dividends, stock splits or distributions of assets to stockholders, the divisor used in calculating the Nikkei 225® Index is adjusted in a manner designed to prevent any change or discontinuity in the level of the Nikkei 225® Index. The divisor remains at the new value until a further adjustment is necessary as the result of another change. As a result of each change affecting any stock underlying the Nikkei 225® Index, the divisor is adjusted in such a way that the sum of all share prices immediately after the change multiplied by the applicable weighting factor and divided by the new divisor, the level of the Nikkei 225® Index immediately after the change, will equal the level of the Nikkei 225® Index immediately prior to the change.

Stocks underlying the Nikkei 225® Index may be deleted or added by NKS. However, to maintain continuity in the Nikkei 225® Index, the policy of NKS is generally not to alter the composition of the Stocks underlying the Nikkei 225® Index except when a stock underlying the Nikkei 225® Index is deleted in accordance with the following criteria.

Any stock underlying the Nikkei 225® Index becoming ineligible for listing in the First Section of the TSE due to any of the following reasons will be deleted from the stocks underlying the Nikkei 225® Index: bankruptcy of the issuer; merger of the issuer into, or acquisition of the issuer by, another company; delisting of the stock because of excess debt of the issuer or because of any other reason; transfer of the stock underlying the Nikkei 225® Index to the Kanri Post (Post for stocks under supervision); transfer of the stock to the Seiri Post (the Liquidation Post); or transfer of the Nikkei Index Stock to the Second Section of the TSE. In addition, Nikkei Index Stocks with relatively low liquidity based on trading volume and price fluctuation over the past five years may be deleted by NKS. Upon deletion of a stock underlying the Nikkei 225® Index from the stocks underlying the Nikkei 225® Index, NKS will select, in accordance with certain criteria established by it, a replacement for the deleted stock underlying the Nikkei 225® Index. Until such replacement, the Nikkei 225® Index will be calculated with the stocks underlying the Nikkei 225® Index less the deleted stock underlying the Nikkei 225® Index.

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A list of the issuers of the stocks underlying the Nikkei 225® Index is available from the NKS Economic Electronic Databank System and from the NKS directly. NKS may delete, add or substitute any stock underlying the Nikkei 225® Index.

The Tokyo Stock Exchange

The TSE is one of the world s largest securities exchanges in terms of market capitalization. Trading hours for TSE-listed stocks are currently from 9:00 a.m. to 11:00 a.m. and from 12:30 p.m. to 3:00 p.m., Tokyo time, Monday through Friday.

Due to time zone differences, on any normal trading day the TSE will close before the opening of business in New York City on the same calendar day. Therefore, the closing level of the Index on any particular business day will generally be available in the United States by the opening of business on that business day.

The TSE has adopted certain measures, including daily price floors and ceilings on individual stocks, intended to prevent any extreme short-term price fluctuations resulting from order imbalances. In general, any stock listed on the TSE cannot be traded at a price lower than the applicable price floor or higher than the applicable price ceiling. These price floors and ceilings are expressed in absolute Japanese yen, rather than percentage limits based on the closing price of the stock on the previous trading day. In addition, when there is a major order imbalance in a listed stock, the TSE posts a special bid quote or a special offer quote for that stock at a specified higher or lower price level than the stock s last sale price in order to solicit counter-orders and balance supply and demand for the stock. Prospective investors should also be aware that the TSE may suspend the trading of individual stocks in certain limited and extraordinary circumstances, including, for example, unusual trading activity in that stock. As a result, changes in the Index may be limited by price limitations, special quotes or by suspension of trading in stocks underlying the Index, and these limitations may, in turn, adversely affect the value of the notes.

Closing Levels of the Basket

The Basket is not a recognized market index. The Basket was created solely for purposes of the offering of the notes and will be calculated solely during the term of the notes. The Basket does not reflect the performance of all major securities markets, and may not reflect actual global market performance. The historical closing levels of the Basket, as calculated solely for the purposes of the offering of the notes, fluctuated in the past and may, in the future, experience significant fluctuations. Any historical upward or downward trend in the closing level of the Basket during any period shown below is not an indication that the annual percentage change in the level of the Basket is more likely to be positive or negative during the term of the notes. The historical levels do not give an indication of future levels of the Basket. We cannot make any assurance that the future levels of the Basket, the future levels of the Component Indices or the trading prices of the component stocks underlying the Component Indices will result in holders of the notes receiving a maturity payment amount greater than the principal amount of their notes on the maturity date. We do not make any representation to you as to the performance of the Basket or the Component Indices.

We obtained the closing levels of the Component Indices used to calculate the historical levels of the Basket from Bloomberg Financial Services, without independent verification. The actual level of the Component Indices and the Basket at or near the valuation date may bear little relation to the historical levels shown below.

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The following table sets forth our hypothetical calculation of the closing high and low levels of the Basket as though it had been in existence since December 31, 1997 with a starting level of 1,000 and index multipliers for the Component Indices underlying the Basket determined as of that date, as well as the level of the Basket at the end of each quarter from January 1, 1998 through December 31, 2004 and the period from January 1, 2005 through January 26, 2005. On January 26, 2005, the hypothetical closing level of the Basket was 1,041.3430. Past movements of the Basket are not indicative of future levels.

Quarterly High, Low and Closing Level of the Basket

Quarter-Start Date	Quarter-End Date	High Closing Level of the Basket	Low Closing Level of the Basket	Quarter-End Closing Level of the Basket
1/1/1998	3/31/1998	1,162.1828	967.9898	1,154.9825
4/1/1998	6/30/1998	1,184.1918	1,118.4330	1,184.1918
7/1/1998	9/30/1998	1,252.4246	994.1311	994.1311
10/1/1998	12/31/1998	1,171.0664	932.8728	1,165.0106
1/1/1999	3/31/1999	1,282.8016	1,156.4311	1,256.8735
4/1/1999	6/30/1999	1,360.5363	1,266.2097	1,353.6651
7/1/1999	9/30/1999	1,408.7189	1,281.7435	1,308.7386
10/1/1999	12/31/1999	1,564.5764	1,283.5427	1,564.5764
1/1/2000	3/31/2000	1,684.2479	1,472.0257	1,650.7839
4/1/2000	6/30/2000	1,663.2692	1,477.2714	1,558.0228
7/1/2000	9/30/2000	1,602.4227	1,483.9409	1,485.1253
10/1/2000	12/31/2000	1,503.5541	1,339.1849	1,383.5450
1/1/2001	3/31/2001	1,401.5000	1,177.4780	1,234.0290
4/1/2001	6/30/2001	1,361.3890	1,199.0345	1,263.1297
7/1/2001	9/30/2001	1,270.5723	919.6608	1,005.4874
10/1/2001	12/31/2001	1,142.5931	997.3375	1,126.2058
1/1/2002	3/31/2002	1,159.8416	1,037.2504	1,133.5949
4/1/2002	6/30/2002	1,133.3852	943.0754	984.9205
7/1/2002	9/30/2002	993.3398	773.2457	775.4790
10/1/2002	12/31/2002	874.7622	736.6830	804.0605
1/1/2003	3/31/2003	842.7943	693.4466	733.8771
4/1/2003	6/30/2003	878.6072	741.7229	851.9452
7/1/2003	9/30/2003	941.8157	851.9582	881.0157
10/1/2003	12/31/2003	978.9081	897.4795	978.9081
1/1/2004	3/31/2004	1,037.5214	978.9081	1,010.0431
4/1/2004	6/30/2004	1,039.3196	952.3194	1,021.3101
7/1/2004	9/30/2004	1,017.4478	940.6809	978.5020
10/1/2004	12/31/2004	1,056.6650	969.1860	1,056.1053
1/1/2005	1/26/2005	1,056.1053	1,033.4456	1,041.3430

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The following tables set forth the published closing high and low levels of the Component Indices as well as the level of the Component Indices at the end of each quarter from January 1, 1998 through December 31, 2004 and the period from January 1, 2005 through January 26, 2005. On January 26, 2005, the closing level of the S&P 500® Index was 1174.07, the closing level of the EURO STOXX℠ 50 Index was 2956.43, and the closing level of the Nikkei 225® Index was 11376.57. Past movements of the Component Indices are not indicative of future levels.

Quarterly High, Low and Closing Level of the S&P 500® Composite Stock Price Index

Quarter-Start Date	Quarter-End Date	High Closing Level of the Component Index	Low Closing Level of the Component Index	Quarter-End Closing Level of the Component Index
1/1/1998	3/31/1998	1105.65	927.69	1101.75
4/1/1998	6/30/1998	1138.49	1077.01	1133.84
7/1/1998	9/30/1998	1186.75	957.28	1017.01
10/1/1998	12/31/1998	1241.81	959.44	1229.23
1/1/1999	3/31/1999	1316.55	1212.19	1286.37
4/1/1999	6/30/1999	1372.71	1281.41	1372.71
7/1/1999	9/30/1999	1418.78	1268.37	1282.71
10/1/1999	12/31/1999	1469.25	1247.41	1469.25
1/1/2000	3/31/2000	1527.46	1333.36	1498.58
4/1/2000	6/30/2000	1516.35	1356.56	1454.60
7/1/2000	9/30/2000	1520.77	1419.89	1436.51
10/1/2000	12/31/2000	1436.28	1264.74	1320.28
1/1/2001	3/31/2001	1373.73	1117.58	1160.33
4/1/2001	6/30/2001	1312.83	1103.25	1224.42
7/1/2001	9/30/2001	1236.72	965.80	1040.94
10/1/2001	12/31/2001	1170.35	1038.55	1148.08
1/1/2002	3/31/2002	1172.51	1080.17	1147.39
4/1/2002	6/30/2002	1146.54	973.53	989.82
7/1/2002	9/30/2002	989.03	797.70	815.28
10/1/2002	12/31/2002	938.87	776.76	879.82
1/1/2003	3/31/2003	931.66	800.73	848.18
4/1/2003	6/30/2003	1011.66	858.48	974.50
7/1/2003	9/30/2003	1039.58	965.46	995.97
10/1/2003	12/31/2003	1111.92	1018.22	1111.92
1/1/2004	3/31/2004	1157.76	1091.33	1126.21
4/1/2004	6/30/2004	1150.57	1084.10	1140.84
7/1/2004	9/30/2004	1129.30	1063.23	1114.58
10/1/2004	12/31/2004	1213.55	1094.81	1211.92
1/1/2005	1/26/2005	1202.08	1163.75	1174.07

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Quarterly High, Low and Closing Level of the Dow Jones EURO STOXX[SM] 50 (Price) Index

Quarter-Start Date	Quarter-End Date	High Closing Level of the Component Index	Low Closing Level of the Component Index	Quarter-End Closing Level of the Component Index
1/1/1998	3/31/1998	3179.72	2466.81	3153.32
4/1/1998	6/30/1998	3443.76	3061.04	3406.82
7/1/1998	9/30/1998	3670.82	2658.27	2670.97
10/1/1998	12/31/1998	3354.71	2419.23	3342.32
1/1/1999	3/31/1999	3685.36	3325.56	3559.86
4/1/1999	6/30/1999	3867.89	3573.60	3788.66
7/1/1999	9/30/1999	3971.84	3512.71	3669.71
10/1/1999	12/31/1999	4904.46	3607.72	4904.46
1/1/2000	3/31/2000	5464.43	4500.69	5249.55
4/1/2000	6/30/2000	5434.81	4903.92	5145.35
7/1/2000	9/30/2000	5392.63	4915.18	4915.18
10/1/2000	12/31/2000	5101.40	4614.24	4772.39
1/1/2001	3/31/2001	4787.45	3891.49	4185.00
4/1/2001	6/30/2001	4582.07	4039.16	4243.91
7/1/2001	9/30/2001	4304.44	2877.68	3296.66
10/1/2001	12/31/2001	3828.76	3208.31	3806.13
1/1/2002	3/31/2002	3833.09	3430.18	3784.05
4/1/2002	6/30/2002	3748.44	2928.72	3133.39
7/1/2002	9/30/2002	3165.47	2187.22	2204.39
10/1/2002	12/31/2002	2669.89	2150.27	2386.41
1/1/2003	3/31/2003	2529.86	1849.64	2036.86
4/1/2003	6/30/2003	2527.44	2067.23	2419.51
7/1/2003	9/30/2003	2641.55	2366.86	2395.87
10/1/2003	12/31/2003	2760.66	2434.63	2760.66
1/1/2004	3/31/2004	2959.71	2702.05	2787.49
4/1/2004	6/30/2004	2905.88	2659.85	2811.08
7/1/2004	9/30/2004	2806.62	2580.04	2726.30
10/1/2004	12/31/2004	2955.11	2734.37	2951.24
1/1/2005	1/26/2005	2979.82	2924.01	2956.43

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Quarterly High, Low and Closing Level of the Nikkei 225® Index

Quarter-Start Date	Quarter-End Date	High Closing Level of the Component Index	Low Closing Level of the Component Index	Quarter-End Closing Level of the Component Index
1/1/1998	3/31/1998	17264.34	14664.44	16527.17
4/1/1998	6/30/1998	16536.66	14715.38	15830.27
7/1/1998	9/30/1998	16731.92	13406.39	13406.39
10/1/1998	12/31/1998	15207.77	12879.97	13842.17
1/1/1999	3/31/1999	16378.78	13232.74	15836.59
4/1/1999	6/30/1999	17782.79	15972.68	17529.74
7/1/1999	9/30/1999	18532.58	16821.06	17605.46
10/1/1999	12/31/1999	18934.34	17254.17	18934.34
1/1/2000	3/31/2000	20706.65	18168.27	20337.32
4/1/2000	6/30/2000	20833.21	16008.14	17411.05
7/1/2000	9/30/2000	17614.66	15626.96	15747.26
10/1/2000	12/31/2000	16149.08	13423.21	13785.69
1/1/2001	3/31/2001	14032.42	11819.70	12999.70
4/1/2001	6/30/2001	14529.41	12574.26	12969.05
7/1/2001	9/30/2001	12817.41	9504.41	9774.68
10/1/2001	12/31/2001	11064.30	9924.23	10542.62
1/1/2002	3/31/2002	11919.30	9420.85	11024.94
4/1/2002	6/30/2002	11979.85	10074.56	10621.84
7/1/2002	9/30/2002	10960.25	9075.09	9383.29
10/1/2002	12/31/2002	9215.56	8303.39	8578.95
1/1/2003	3/31/2003	8790.92	7862.43	7972.71
4/1/2003	6/30/2003	9137.14	7607.88	9083.11
7/1/2003	9/30/2003	11033.32	9265.56	10219.05
10/1/2003	12/31/2003	11161.71	9614.60	10676.64
1/1/2004	3/31/2004	11770.65	10365.40	11715.39
4/1/2004	6/30/2004	12163.89	10505.05	11858.87
7/1/2004	9/30/2004	11896.01	10687.81	10823.57
10/1/2004	12/31/2004	11488.76	10659.15	11488.76
1/1/2005	1/26/2005	11539.99	11238.37	11376.57

License Agreements

We have entered into non-exclusive license agreements with each Component Index Sponsor, which allow us and our affiliates, in exchange for a fee, to use the Component Indices in connection with the issuance of certain securities, including the notes. We are not affiliated with any of the Component Index Sponsors; the only relationship between each Component Index Sponsor and us is the licensing of the use of the respective Component Indices and trademarks relating to the Component Indices.

License Agreement for the S&P 500® Composite Stock Price Index

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License Agreement for the Dow Jones EURO STOXX℠ 50 (Price) Index

The license agreement between STOXX Limited and Wachovia provides that the following language must be set forth in this prospectus supplement:

The Dow Jones Euro STOXX℠ 50 is the intellectual property (including registered trademarks) of Stoxx Limited, Zurich, Switzerland and/or Dow Jones & Company, Inc., a Delaware corporation, New York, USA, (the Licensors), which is used under license. The notes based on the Index are in no way sponsored, endorsed, sold or promoted by the Licensors and neither of the Licensors shall have any liability with respect thereto.

License Agreement for the Nikkei 225® Index

NKS is under no obligation to continue the calculation and dissemination of the Nikkei 225® Index. The notes are not sponsored, endorsed, sold or promoted by NKS. No inference should be drawn from the information contained in this prospectus supplement that NKS makes any representation or warranty, implied or express, to us, any holder of the notes or any member of the public regarding the advisability of investing in securities generally or in the notes in particular or the ability of the Index to track general stock market performance.

NKS determines, composes and calculates the Nikkei 225® Index without regard to the notes. NKS has no obligation to take into account your interest, or that of anyone else having an interest, in the notes in determining, composing or calculating the Nikkei 225® Index. NKS is not responsible for, and has not

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participated in the determination of, the terms, prices or amount of the notes and will not be responsible for, or participate in, any determination or calculation regarding the principal amount of the notes payable at maturity. NKS has no obligation or liability in connection with the administration, marketing or trading of the notes.

NKS disclaims all responsibility for any errors or omissions in the calculation and dissemination of the Nikkei 225® Index or the manner in which the Nikkei 225® Index is applied in determining the Basket ending level or any amount payable upon maturity of the notes.

NKS DOES NOT GUARANTEE THE ACCURACY OR THE COMPLETENESS OF THE NIKKEI 225® INDEX OR ANY DATA INCLUDED IN THE NIKKEI 225® INDEX. NKS ASSUMES NO LIABILITY FOR ANY ERRORS OR OMISSIONS.

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HYPOTHETICAL RETURNS

The following table illustrates, for the Basket starting level and a range of hypothetical Basket ending levels:

the percentage change from the Basket starting level to the hypothetical Basket ending level;

the hypothetical pre-tax annualized rate of total return of an investment in the stocks included in the Component Indices;

the hypothetical maturity payment amount per note;

the hypothetical total rate of return to beneficial owners of the notes; and

the hypothetical pre-tax annualized rate of return to beneficial owners of the notes as more fully described below.

The figures below are for purposes of illustration only. The actual maturity payment amount and the resulting total and pre-tax annualized rate of return will depend on the actual adjusted Basket ending level determined by the calculation agent as described in this prospectus supplement.

Hypothetical Basket ending level	Hypothetical adjusted Basket ending level	Percentage change from the Basket starting level to the hypothetical Basket ending level	Hypothetical pre-tax annualized rate of total return of stocks included in the Component Indices (1)(2)	Hypothetical maturity payment amount per note	Hypothetical total rate of return on the notes	Hypothetical pre-tax annualized rate of return on the notes (1)
500.0000	475.60	-50.00%	-11.22%	$1,000.00	0.00%	0.00%
550.0000	523.16	-45.00%	-9.53%	$1,000.00	0.00%	0.00%
600.0000	570.72	-40.00%	-7.96%	$1,000.00	0.00%	0.00%
650.0000	618.28	-35.00%	-6.49%	$1,000.00	0.00%	0.00%
700.0000	665.84	-30.00%	-5.10%	$1,000.00	0.00%	0.00%
750.0000	713.40	-25.00%	-3.79%	$1,000.00	0.00%	0.00%
800.0000	760.96	-20.00%	-2.55%	$1,000.00	0.00%	0.00%
850.0000	808.52	-15.00%	-1.36%	$1,000.00	0.00%	0.00%
900.0000	856.08	-10.00%	-0.23%	$1,000.00	0.00%	0.00%
950.0000	903.64	-5.00%	0.85%	$1,000.00	0.00%	0.00%
1,000.0000(3)	951.20	0.00%	1.89%	$1,000.00	0.00%	0.00%
1,050.0000	998.76	5.00%	2.89%	$1,000.00	0.00%	0.00%
1,100.0000	1046.32	10.00%	3.85%	$1,046.32	4.63%	0.91%
1,150.0000	1093.88	15.00%	4.78%	$1,093.88	9.39%	1.81%
1,200.0000	1141.44	20.00%	5.68%	$1,141.44	14.14%	2.68%
1,250.0000	1189.00	25.00%	6.55%	$1,189.00	18.90%	3.52%
1,300.0000	1236.56	30.00%	7.39%	$1,236.56	23.66%	4.34%
1,350.0000	1284.12	35.00%	8.21%	$1,284.12	28.41%	5.13%
1,400.0000	1331.68	40.00%	9.00%	$1,331.68	33.17%	5.89%

1,450.0000	1379.24	45.00%	9.77%	$1,379.24	37.92%	6.64%
1,500.0000	1426.80	50.00%	10.52%	$1,426.80	42.68%	7.36%

(1) The annualized rates of return specified in the preceding table are calculated based on (a) annual compounding and (b) an actual/365 day count.

(2) This rate of return is solely based on the following assumptions:

(a) a quarterly dividend paid based on a constant dividend yield of 1.88%;

(b) no transaction fees or expenses; and

(c) a 5 year investment term.

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(3) This is also the Basket starting level.

The following graph sets forth the return at maturity for a range of Basket ending levels (as a percentage of the Basket starting level).

SUPPLEMENTAL TAX CONSIDERATIONS

The following is a general description of certain United States federal tax considerations relating to the notes. It does not purport to be a complete analysis of all tax considerations relating to the notes. Prospective purchasers of the notes should consult their tax advisors as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of the United States of acquiring, holding and disposing of the notes and receiving payments of interest, principal and/or other amounts under the notes. This summary is based on the law as in effect on the date of this prospectus supplement and is subject to any change in law that may take effect after such date. This summary does not address all aspects of United States federal income taxation of the notes that may be relevant to you in light of your particular circumstances, nor does it address all of your tax consequences if you are a holder of notes who is subject to special treatment under the United States federal income tax laws.

Supplemental U.S. Tax Considerations

The discussion below supplements the discussion under United States Taxation in the accompanying prospectus and is subject to the limitations and exceptions set forth therein. Except as otherwise noted under United States Alien Holders below, this discussion is only applicable to you if you are a United States holder (as defined in the accompanying prospectus).

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In the opinion of Sullivan & Cromwell LLP, the notes will be treated as debt instruments subject to special rules governing contingent payment obligations for United States federal income tax purposes. Under those rules, the amount of interest you are required to take into account for each accrual period will be determined by constructing a projected payment schedule for the notes, and applying the rules similar to those for accruing original issue discount on a hypothetical noncontingent debt instrument with that projected payment schedule. This method is applied by first determining the yield at which we would issue a noncontingent fixed rate debt instrument with terms and conditions similar to the notes (the comparable yield) and then determining a payment schedule as of the issue date that would produce the comparable yield. These rules will generally have the effect of requiring you to include amounts in respect of the notes prior to your receipt of cash attributable to that income.

You may obtain the comparable yield and projected payment schedule from us by contacting Structured Equity Products at 1-888-215-4145 or 1-212-909-0038.

You are required to use the comparable yield and projected payment schedule that may be obtained from us at the above telephone number in determining your interest accruals in respect of the notes, unless you timely disclose and justify on your federal income tax return the use of a different comparable yield and projected payment schedule.

The comparable yield and projected payment schedule are not provided to you for any purpose other than the determination of your interest accruals in respect of the notes, and we make no representations regarding the amount of contingent payments with respect to the notes.

If you purchase the notes for an amount that differs from the notes adjusted issue price at the time of the purchase, you must determine the extent to which the difference between the price you paid for your notes and their adjusted issue price is attributable to a change in expectations as to the projected payment schedule, a change in interest rates, or both, and allocate the difference accordingly. Because the notes will be listed on the American Stock Exchange, you may (but are not required to) allocate the difference pro rata to interest accruals over the remaining term of the notes to the extent that the yield on the notes, determined after taking into account amounts allocated to interest, is not less than the U.S. federal short-term rate. This rate is determined monthly by the U.S. Secretary of Treasury and is intended to approximate the average yield on short-term U.S. government obligations. The adjusted issue price of the notes will equal the notes original public offering price plus any interest deemed to be accrued on the notes (under the rules governing contingent payment obligations) as of the time you purchased the notes.

If you purchase the notes for an amount that is less than the adjusted issue price of the notes, you must (a) make positive adjustments increasing the amount of interest that you would otherwise accrue and include in income each year to the extent of amounts allocated to a change in interest rates under the preceding paragraph and (b) make positive adjustments increasing the amount of ordinary income (or decreasing the amount of ordinary loss) that you would otherwise recognize on the maturity of the notes to the extent of amounts allocated to a change in expectations as to the projected payment schedule under the preceding paragraph. If you purchase the notes for an amount that is greater than the adjusted issue price of the notes, you must (a) make negative adjustments decreasing the amount of interest that you would otherwise accrue and include in income each year to the extent of amounts allocated to a change in interest rates under the preceding paragraph and (b) make negative adjustments decreasing the amount of ordinary income (or increasing the amount of ordinary loss) that you would otherwise recognize on the maturity of the notes to the extent of amounts allocated to a change in expectations as to the projected payment schedule under the preceding paragraph. Adjustments allocated to the interest amount are not made until the date the daily portion of interest accrues.

Because any Form 1099-OID that you receive will not reflect the effects of positive or negative adjustments resulting from your purchase of the notes at a price other than the adjusted issue price

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determined for tax purposes, you are urged to consult with your tax advisor as to whether and how adjustments should be made to the amounts reported on any Form 1099-OID.

You will recognize gain or loss on the sale or maturity of the notes in an amount equal to the difference, if any, between the amount of cash you receive at such time and your adjusted basis in the notes. In general, your adjusted basis in the notes will equal the amount you paid for the notes, increased by the amount of interest you previously accrued with respect to the notes (in accordance with the comparable yield for the notes) and increased or decreased by the amount of any positive or negative adjustment that you are required to make with respect to your notes under the rules set forth above.

Any gain you recognize on the sale or maturity of the notes will be ordinary interest income. Any loss you recognize at such time will be ordinary loss to the extent of interest you included as income in the current or previous taxable years in respect of the notes, and thereafter, capital loss. The deductibility of capital losses is limited.

United States Alien Holders. If you are a United States alien holder, you generally will not be subject to United States withholding tax or to generally applicable information reporting and backup withholding requirements with respect to payments on your notes as long as you comply with certain certification and identification requirements as to your foreign status. Please see the discussion under United States Taxation United States Alien Holders in the accompanying prospectus.

EMPLOYEE RETIREMENT INCOME SECURITY ACT

A fiduciary of a pension, profit-sharing or other employee benefit plan (a plan) subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), should consider the fiduciary standards of ERISA in the context of the plan s particular circumstances before authorizing an investment in the notes. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the plan, and whether the investment would involve a prohibited transaction under Section 406 of ERISA or Section 4975 of the Internal Revenue Code (the Code).

Section 406 of ERISA and Section 4975 of the Code prohibit plans, as well as individual retirement accounts and Keogh plans subject to Section 4975 of the Internal Revenue Code (also plans), from engaging in certain transactions involving plan assets with persons who are parties in interest under ERISA or disqualified persons under the Code (parties in interest) with respect to the plan or account. A violation of these prohibited transaction rules may result in civil penalties or other liabilities under ERISA and/or an excise tax under Section 4975 of the Code for those persons, unless exemptive relief is available under an applicable statutory, regulatory or administrative exemption. Certain employee benefit plans and arrangements including those that are governmental plans (as defined in section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and foreign plans (as described in Section 4(b)(4) of ERISA) (non-ERISA arrangements) are not subject to the requirements of ERISA or Section 4975 of the Code but may be subject to similar provisions under applicable federal, state, local, foreign or other regulations, rules or laws (similar laws).

The acquisition of the notes by a plan with respect to which Wachovia, Wachovia Securities or certain of our affiliates is or becomes a party in interest may constitute or result in a prohibited transaction under ERISA or Section 4975 of the Code, unless those notes are acquired pursuant to and in accordance with an applicable exemption. The U.S. Department of Labor has issued five prohibited transaction class exemptions, or PTCEs , that may provide exemptive relief if required for direct or indirect prohibited transactions that may arise from the purchase or holding of the notes. These exemptions are:

PTCE 84-14, an exemption for certain transactions determined or effected by independent qualified professional asset managers;

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PTCE 90-1, an exemption for certain transactions involving insurance company pooled separate accounts;

PTCE 91-38, an exemption for certain transactions involving bank collective investment funds;

PTCE 95-60, an exemption for transactions involving certain insurance company general accounts; and

PTCE 96-23, an exemption for plan asset transactions managed by in-house asset managers.

The notes may not be purchased or held by (1) any plan, (2) any entity whose underlying assets include plan assets by reason of any plan s investment in the entity (a plan asset entity) or (3) any person investing in plan assets of any plan, unless in each case the purchaser or holder is eligible for the exemptive relief available under one or more of the PTCEs listed above or another applicable similar exemption. Any purchaser or holder of the notes or any interest in the notes will be deemed to have represented by its purchase and holding of the notes that it either (1) is not a plan or a plan asset entity and is not purchasing those notes on behalf of or with plan assets of any plan or plan asset entity or (2) with respect to the purchase or holding, is eligible for the exemptive relief available under any of the PTCEs listed above or another applicable exemption. In addition, any purchaser or holder of the notes or any interest in the notes which is a non-ERISA arrangement will be deemed to have represented by its purchase and holding of the notes that its purchase and holding will not violate the provisions of any similar law.

Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is important that fiduciaries or other persons considering purchasing the notes on behalf of or with plan assets of any plan, plan asset entity or non-ERISA arrangement consult with their counsel regarding the availability of exemptive relief under any of the PTCEs listed above or any other applicable exemption, or the potential consequences of any purchase or holding under similar laws, as applicable.

If you are an insurance company or the fiduciary of a pension plan or an employee benefit plan, and propose to invest in the notes, you should consult your legal counsel.

USE OF PROCEEDS AND HEDGING

The net proceeds from the sale of the notes will be used as described under Use of Proceeds in the accompanying prospectus and to hedge market risks of Wachovia associated with its obligation to pay the maturity payment amount of the notes.

The hedging activity discussed above may adversely affect the market value of the notes from time to time and the maturity payment amount you will receive on the notes at maturity. See Risk Factors Purchases and sales by us and our affiliates may affect the return on the notes and Risk Factors Potential conflicts of interest could arise for a discussion of these adverse effects.

SUPPLEMENTAL PLAN OF DISTRIBUTION

Wachovia Securities, an agent under the distribution agreement, has agreed, subject to the terms and conditions of the distribution agreement and a terms agreement, to purchase from Wachovia as principal $17,388,000 aggregate principal amount of notes.

The distribution agreement provides that the obligations of Wachovia Securities are subject to certain conditions and that Wachovia Securities is obligated to purchase these notes. Wachovia Securities has advised

Wachovia that it proposes initially to offer all or part of these notes directly to the public at the offering price set forth on the cover page of this prospectus supplement. After the original public offering, the public offering price and concession may be changed. Wachovia Securities is offering the notes subject to receipt and acceptance and subject to its right to reject any order in whole or in part.

Proceeds to be received by Wachovia in this offering will be net of the underwriting discount, commission and expenses payable by Wachovia.

Wachovia Securities may use this prospectus supplement and the accompanying prospectus for offers and sales related to market-making transactions in the notes. Wachovia Securities may act as principal or agent in these transactions, and the sales will be made at prices related to prevailing market prices at the time of sale.

Wachovia Securities is an affiliate of Wachovia. Rule 2720 of the Conduct Rules of the National Association of Securities Dealers, Inc. (the NASD) imposes certain requirements when an NASD member such as Wachovia Securities distributes an affiliated company s debt securities. Wachovia Securities has advised Wachovia that this offering will comply with the applicable requirements of Rule 2720. Wachovia Securities will not confirm initial sales to accounts over which it exercises discretionary authority without prior written approval of the customer.

No action has been or will be taken by Wachovia or Wachovia Securities that would permit a public offering of the notes or possession or distribution of this prospectus supplement or the accompanying prospectus in any jurisdiction, other than the United States, where action for that purpose is required. No offers, sales or deliveries of the notes, or distribution of this prospectus supplement or the accompanying prospectus, may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws and regulations and will not impose any obligations on Wachovia or Wachovia Securities. In respect of specific jurisdictions, please note the following:

The notes, and the offer to sell such notes, does not constitute a public offering in Argentina. Consequently, no public offering approval has been requested or granted by the Comision National de Valores, nor has any listing authorization of the notes been requested on any stock market in Argentina.

The notes will not be offered or sold to any persons who are residents of the Bahamas within the meaning of the Exchange Control Regulations of 1956 issued by the Central Bank of the Bahamas.

The notes may not be offered or sold to the public in Brazil. Accordingly, the notes have not been submitted to the Comissao de Valores Mobiliaros for approval. Documents relating to this offering may not be supplied to the public as a public offering in Brazil or be used in connection with any offer for subscription or sale to the public in Brazil.

Neither the notes nor Wachovia Corporation are registered in the Securities Registry of the Superintendency of Securities and Insurance in Chile.

The notes have not been registered with the National Registry of Securities maintained by the Mexican National Banking and Securities Commission and may not be offered or sold publicly in Mexico. This prospectus supplement and the accompanying prospectus may not be publicly distributed in Mexico.

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RECENT DEVELOPMENTS

Certain Proceedings

Wachovia s periodic reports filed with the SEC contain information regarding certain pending legal and regulatory proceedings involving Wachovia. The following supplements Wachovia s Quarterly Report on Form 10-Q for the period ended September 30, 2004.

On January 19, 2005, Wachovia announced its results of operations for the quarter and year ended December 31, 2004. Wachovia s net income was $1.4 billion, or $0.95 per share, in the fourth quarter of 2004 compared with $1.1 billion, or $0.83 per share, in the fourth quarter of 2003. Full year 2004 net income was $5.2 billion, up 22% from full year 2003, and diluted earnings per share in 2004 of $3.81 compared with $3.18 in 2003.

Tax-equivalent net interest income was $3.4 billion in the fourth quarter of 2004 compared with $2.9 billion in the fourth quarter of 2003. For the year ended December 31, 2004, tax-equivalent net interest income was $12.2 billion compared with $10.9 billion a year ago. Fee and other income in the fourth quarter of 2004 was $2.8 billion compared with $2.6 billion in the fourth quarter of 2003. Fee and other income for the year ended December 31, 2004, was $10.8 billion compared with $9.5 billion a year ago.

Total nonperforming assets were $1.3 billion, or 0.53% of net loans and foreclosed properties at December 31, 2004, compared with $1.2 billion, or 0.69% of net loans and foreclosed properties at year-end 2003. Annualized net charge-offs as a percentage of average net loans were 0.23% in the fourth quarter of 2004 compared with 0.39% in the fourth quarter of 2003.

Net loans at December 31, 2004, were $223.8 billion compared with $165.6 billion a year ago. Total deposits at December 31, 2004, were $295.1 billion compared with $221.2 billion a year ago. Stockholders equity was $47.3 billion at December 31, 2004, compared with $32.4 billion a year ago. At December 31, 2004, Wachovia had assets of $493.3 billion compared with $401.2 billion a year ago.

Pioneer Litigation. On July 26, 2000, a jury in the Philadelphia County (PA) Court of Common Pleas returned a verdict in the case captioned *Pioneer Commercial Funding Corporation v. American Financial Mortgage Corporation, CoreStates Bank, N.A., et al*. The verdict against CoreStates Bank, N.A. (CoreStates), a predecessor of Wachovia Bank, National Association, included consequential damages of $13.5 million and punitive damages of $337.5 million. The trial court had earlier directed a verdict against CoreStates for compensatory damages of $1.7 million. The plaintiff, who was not a CoreStates customer, alleged that the sum of $1.7 million, which it claims it owned, was improperly setoff by CoreStates. Upon Wachovia s motion, the trial court reduced the amount of the punitive damages award to $40.5 million in December 2000. Wachovia believes that numerous reversible errors occurred at the trial, and that the facts do not support the damages awards. In March 2002, the Pennsylvania Superior Court vacated the award of punitive damages, affirmed the awards of consequential and compensatory damages and remanded the case for a new trial on punitive damages. On August 19, 2004, the Pennsylvania Supreme Court reversed the Pennsylvania Superior Court s judgment and remanded the case to the trial court for an entry of judgment in favor of Wachovia on all counts. The plaintiff has requested that the Court hear re-argument of its appeal. Wachovia has filed submissions in opposition to this request for re-argument.

Bluebird Partners, L.P., Litigation. On December 12, 2002, the jury in the Supreme Court of the State of New York, County of New York, returned a verdict against First Fidelity Bank, N.A. New Jersey, a predecessor to Wachovia Bank, National Association, in the amount of $37.8 million in the case captioned *Bluebird Partners, L.P. v. First Fidelity Bank, N.A., et al*. The trial court directed a verdict in favor of CoreStates

New Jersey National Bank, another predecessor of Wachovia Bank, National Association. In this action for breach of contract, breach of fiduciary duty, negligence and malpractice, plaintiff alleges that First Fidelity, while serving as indenture trustee for debt certificates issued by Continental Airlines, failed to take the necessary action to protect the value of the collateral after Continental Airlines filed for bankruptcy on December 3, 1990 and that the decline in the value of the collateral during the pendency of the bankruptcy caused plaintiff s losses. On July 10, 2003, the trial judge granted First Fidelity s motion to set aside the verdict, holding that the evidence was insufficient to support the verdict. Plaintiff appealed, and on October 7, 2004, the Supreme Court, Appellate Division, First Department reversed the dismissal and reinstated the verdict. Plaintiff now seeks the entry of a judgment that would include interest on the verdict amount at the New York statutory rate from either 1991 or 1993 through the date of payment. Wachovia is opposing this application. In addition, Wachovia believes that numerous reversible errors occurred, and that the evidence was insufficient to support the verdict that First Fidelity s actions caused Bluebird s loss. Wachovia has filed a motion for leave to appeal.

Securities and Exchange Commission. As previously disclosed, on July 23, 2004, the SEC staff advised Wachovia that the staff was considering recommending to the SEC that it institute an enforcement action against Wachovia and certain former legacy Wachovia officers, some of whom remain with the combined company, relating to legacy Wachovia s purchases of legacy First Union common stock and the disclosures made by both legacy companies related to those purchases following the April 2001 announcement of the merger between First Union and legacy Wachovia. Wachovia, without admitting or denying the allegations set forth in the complaint filed on November 4, 2004, consented to entry of final judgment by the United States District Court for the District of Columbia permanently enjoining Wachovia from directly or indirectly violating Sections 13(a) and 14(a) of the Exchange Act and Rules 12b-20, 13a-13 and 14a-9 promulgated thereunder. The judgment also orders Wachovia to pay a civil money penalty of $37 million pursuant to Section 21(d)(3) of the Exchange Act. Wachovia anticipates that there will be no additional SEC enforcement proceedings related to this matter against it or any current or former officers.

Breakpoint Discount Settlement. On February 12, 2004, the SEC and the NASD announced enforcement actions and settlements against a total of 15 brokerage firms, including Wachovia Securities, LLC, for not delivering correct mutual fund breakpoint discounts during 2001 and 2002. The SEC and the NASD previously had identified an industry wide problem in connection with the calculation and delivery of breakpoint discounts. Breakpoint discounts are discounts on the front-end sales charge offered to investors who invest a significant amount of money in a front-end load mutual fund. During 2003, the NASD directed securities firms to conduct an assessment of their mutual fund transactions to determine if appropriate breakpoint discounts were delivered to customers. In November 2003, the NASD and the SEC notified Wachovia Securities, LLC that they may initiate enforcement actions in connection with the failure to deliver all appropriate breakpoints. Without admitting or denying liability, on February 12, 2004, Wachovia Securities, LLC agreed to settle the matter with the SEC and the NASD by: (1) paying a fine of $4,844,465; (2) notifying customers from January 1, 1999 through November 3, 2003 that they may be due refunds from missed breakpoints; (3) agreeing to conduct a review of all mutual fund trades in excess of $2,500 between January 1, 2001 and November 3, 2003 to determine which transactions may have resulted in missed breakpoints; (4) making prompt refunds to customers where appropriate; (5) disclosing applicable breakpoint information to customers at the point of sale; and (6) developing procedures reasonably designed to ascertain information necessary to determine the availability and appropriate level of breakpoints. Wachovia Securities, LLC has substantially completed the customer notification, trade review, and refund process, and has paid an aggregate of approximately $18 million, including interest, in refunds to customers. Deloitte & Touche was retained to assist Wachovia Securities, LLC in the remediation process, and in creating procedures reasonably designed to ascertain information necessary to determine the availability and appropriate level of breakpoints.

Other Regulatory Matters. Governmental and self-regulatory authorities have instituted numerous ongoing investigations of various practices in the securities and mutual fund industries, including those discussed in Wachovia s previous filings with the SEC and those relating to revenue sharing, market-timing, late trading and record retention. The investigations cover advisory companies to mutual funds, broker-dealers, hedge funds and others. Wachovia has received subpoenas and other requests for documents and testimony relating to the investigations, is endeavoring to comply with those requests, and is cooperating with the investigations. Wachovia is continuing its own internal review of policies, practices, procedures and personnel, and is taking remedial action where appropriate. In connection with one of these investigations, on July 28, 2004, the SEC staff advised Wachovia s investment advisory subsidiary that the staff is considering recommending to the SEC that it institute an enforcement action against the investment advisory subsidiary, Evergreen Investment Management Company, LLC, and other Evergreen entities. The SEC staff s proposed allegations relate to (i) an arrangement involving a former Evergreen employee and an individual broker pursuant to which the broker, on behalf of a client, made exchanges to and from a mutual fund during the period December 2000 through April 2003 in excess of the limitations set forth in the mutual fund prospectus, (ii) purchase and sale activity from September 2001 through January 2003 by a former Evergreen portfolio manager in the mutual fund he managed at the time, (iii) the sufficiency of systems for monitoring exchanges and enforcing exchange limitations stated in mutual fund prospectuses, and (iv) the adequacy of e-mail retention practices. In addition, on September 17, 2004, the SEC staff advised Wachovia s retail brokerage subsidiary, Wachovia Securities LLC, that the staff is considering recommending to the SEC that it institute an enforcement action against the brokerage subsidiary regarding the allegations described in (i) of the preceding sentence. Wachovia currently intends to make a written Wells submission, if it is unable to satisfactorily resolve the matter, explaining why Wachovia believes enforcement action should not be instituted.

In addition, as previously disclosed, Wachovia also is cooperating with governmental and self-regulatory authorities in matters relating to the brokerage operations of Prudential Financial, Inc. that were included in Wachovia s retail brokerage combination with Prudential. Under the terms of that transaction, Wachovia is indemnified by Prudential for liabilities relating to those matters.

As previously disclosed, the Financial Accounting Standards Board (the FASB) continues to discuss several matters related to leveraged lease accounting. SFAS 13, as amended and interpreted, states that, for a leveraged lease, if a change in an important lease assumption changes to total estimated net income under the lease, the rate of return and the allocation of lease income to positive investment years must be recalculated from inception of the lease using the revised important assumption. The net investment in the lease must then be adjusted to the revised amount by a charge or credit to the results of operations in the period in which the important assumption is changed. Changes that affect only the timing of cash flows and not the total net income under the lease do not result in a recalculation of the lease.

The FASB discussions include the extent to which changes that affect the timing of cash flows but not the total net income under the lease should be incorporated into the recalculation when a change in an important assumption occurs. If the FASB modified existing interpretations of SFAS 13 and related industry practice, it could result in a one-time charge to Wachovia s results of operations. An amount approximating this one-time charge would then be recognized into income over the remaining terms of the affected leases. It is not possible at this time to determine when any changes to existing lease accounting guidance and related industry practice might occur and, if so, the extent of the one-time charge that would likely result from any such changes that are adopted.

Wachovia understands that the FASB intends to continue discussing this matter at a board meeting in the future. Wachovia will monitor these discussions and to the extent any decisions are reached by the FASB that result in material changes from our current accounting treatment for leveraged leases Wachovia expects to provide appropriate disclosures.

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$4,000,000,000

WACHOVIA CORPORATION

(Formerly named First Union Corporation)

Senior Global Medium-Term Notes, Series E

and

Subordinated Global Medium-Term Notes, Series F

Terms of Sale

Wachovia Corporation may from time to time offer and sell notes with various terms, including the following:

- stated maturity of 9 months or longer
- fixed or floating interest rate, zero-coupon or issued with original issue discount; a floating interest rate may be based on:
- commercial paper rate
- prime rate
- LIBOR
- amount of principal or interest may be determined by reference to an index or formula
- book-entry form only through The Depository Trust Company
- redemption at the option of Wachovia or repayment at the option of the holder
- interest on notes paid monthly, quarterly, semi-annually or annually
- denominations of $1,000 and multiples of $1,000

- EURIBOR
- treasury rate
- CMT rate
- CD rate
- federal funds rate
- ranked as senior or subordinated indebtedness of Wachovia
- denominated in a currency other than U.S dollars or in a composite currency
- settlement in immediately available funds

The final terms of each note will be included in a pricing supplement. Wachovia will receive between $3,995,000,000 and $3,960,000,000 of the proceeds from the sale of the notes, after paying the agents commissions of between $5,000,000 and $40,000,000.

Wachovia has filed an application to list notes issued under this prospectus on the Luxemburg Stock Exchange. The Luxembourg Stock Exchange has advised us that with respect to notes so listed, this prospectus is valid for one year from the date of this prospectus.

Prior to September 1, 2001, our company was named First Union Corporation . We changed our name on September 1, 2001, following our merger with the former Wachovia Corporation.

Neither the Securities and Exchange Commission, any state securities commission or the Commissioner of Insurance of the state of North Carolina has approved or disapproved of the securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

These securities will be our unsecured obligations and will not be savings accounts, deposits or other obligations of any bank or non-bank subsidiary of ours and are not insured by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any other governmental agency.

Wachovia may sell the notes directly or through one or more agents or dealers, including the agents listed below. The agents are not required to sell any particular amount of the notes.

Wachovia may use this prospectus in the initial sale of any notes. In addition, First Union Securities, Inc. or any other affiliate of Wachovia may use this prospectus in a market-making or other transaction in any note after its initial sale. ***Unless Wachovia or its agent informs the purchaser otherwise in the confirmation of sale or pricing supplement, this prospectus is being used in a market-making transaction.***

Wachovia Securities

This prospectus is dated May 31, 2002

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ABOUT THIS PROSPECTUS

General

This document is called a prospectus and is part of a registration statement that we filed with the SEC using a shelf registration or continuous offering process. Under this shelf registration, we may from time to time sell any combination of the securities described in this prospectus in one or more offerings up to a total dollar amount of $4,000,000,000.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities we will provide a pricing supplement containing specific information about the terms of the securities being offered. That pricing supplement may include a discussion of any risk factors or other special considerations that apply to those securities. The pricing supplement may also add, update or change the information in this prospectus. If there is any inconsistency between the information in this prospectus and any pricing supplement, you should rely on the information in that pricing supplement. You should read both this prospectus and any pricing supplement together with additional information described under the heading Where You Can Find More Information .

The registration statement containing this prospectus, including exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus. The registration statement can be read at the SEC web site or at the SEC offices mentioned under the heading Where You Can Find More Information .

When acquiring any securities discussed in this prospectus, you should rely only on the information provided in this prospectus and in any pricing supplement, including the information incorporated by reference. Neither we nor any underwriters or agents have authorized anyone to provide you with different information. We are not offering the securities in any state where the offer is prohibited. You should not assume that the information in this prospectus, any pricing supplement or any document incorporated by reference is truthful or complete at any date other than the date mentioned on the cover page of these documents.

We may sell securities to underwriters who will sell the securities to the public on terms fixed at the time of sale. In addition, the securities may be sold by us directly or through dealers or agents designated from time to time, which agents may be our affiliates. If we, directly or through agents, solicit offers to purchase the securities, we reserve the sole right to accept and, together with our agents, to reject, in whole or in part, any of those offers.

The pricing supplement will contain the names of the underwriters, dealers or agents, if any, together with the terms of offering, the compensation of those underwriters and the net proceeds to us. Any underwriters, dealers or agents participating in the offering may be deemed underwriters within the meaning of the Securities Act of 1933 (the Securities Act).

One or more of our subsidiaries, including First Union Securities, Inc., may buy and sell any of the securities after the securities are issued as part of their business as a broker-dealer. Those subsidiaries may use this prospectus and the related pricing supplement in those transactions. Any sale by a subsidiary will be made at the prevailing market price at the time of sale. Unless otherwise mentioned or unless the context requires otherwise, any reference in this prospectus to Wachovia Securities means First Union Securities, Inc. and does not mean Wachovia Securities, Inc., a broker-dealer subsidiary of Wachovia which is not participating in this offering.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus to Wachovia , we , us , our or similar references mean Wachovia Corporation and its subsidiaries.

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Selling Restrictions Outside the United States

Offers and sales of the notes are subject to restrictions in the United Kingdom. The distribution of this prospectus and the offering of the notes in certain other jurisdictions may also be restricted by law. This prospectus does not constitute an offer of, or an invitation on Wachovia s behalf or on behalf of the agents or any of them to subscribe to or purchase, any of the notes. This prospectus may not be used for or in connection with an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. Please refer to the section entitled Plan of Distribution .

As long as the notes are listed on the Luxembourg Stock Exchange, a supplemental prospectus will be prepared and filed with the Luxembourg Stock Exchange in the event of a material change in the financial condition of Wachovia that is not reflected in this prospectus, for the use in connection with any subsequent issue of debt securities to be listed on the Luxembourg Stock Exchange. As long as the notes are listed on the Luxembourg Stock Exchange, if the terms and conditions of the notes are modified or amended in a manner which would make this prospectus materially inaccurate or misleading, a new prospectus or supplemental prospectus will be prepared.

Wachovia accepts responsibility for the information contained in this prospectus. The Luxembourg Stock Exchange takes no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss no matter how arising from or in reliance upon the whole or any part of the contents of this prospectus.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC s public reference room in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. In addition, our SEC filings are available to the public at the SEC s web site at http://www.sec.gov. You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York.

The SEC allows us to incorporate by reference into this prospectus the information in documents we file with it. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus and should be read with the same care. When we update the information contained in documents that have been incorporated by reference by making future filings with the SEC the information incorporated by reference in this prospectus is considered to be automatically updated and superseded. In other words, in the case of a conflict or inconsistency between information contained in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in the document that was filed later. We incorporate by reference the documents listed below and any documents we file with the SEC in the future under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) until our offering is completed:

- Annual Report on Form 10-K for the year ended December 31, 2001;
- Quarterly Report on Form 10-Q for the quarter ended March 31, 2002; and
- Current Reports on Form 8-K dated August 30, 2001, September 6, 2001, January 23, 2002 and April 18, 2002.

You may request a copy of these filings, other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing, at no cost, by writing to or telephoning us at the following address:

Corporate Relations

Wachovia Corporation

One Wachovia Center

301 South College Street

Charlotte, North Carolina 28288-0206

(704) 374-6782

As long as the notes are listed on the Luxembourg Stock Exchange, you may also obtain documents incorporated by reference in this prospectus free of charge from the Luxembourg Listing Agent or the Luxembourg Paying Agent and Transfer Agent.

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FORWARD-LOOKING STATEMENTS

This prospectus and applicable pricing supplements contain or incorporate statements that are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements can be identified by the use of forward-looking language such as will likely result , may , are expected to , is anticipated , estimate , projected , intends to , or other similar words. Our actu performance or achievements could be significantly different from the results expressed in or implied by these forward-looking statements. These statements are subject to certain risks and uncertainties, including but not limited to certain risks described in the pricing supplement or the documents incorporated by reference. When considering these forward-looking statements, you should keep in mind these risks, uncertainties and other cautionary statements made in this prospectus and the pricing supplements. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made. You should refer to our periodic and current reports filed with the SEC for specific risks which could cause actual results to be significantly different from those expressed or implied by these forward-looking statements.

WACHOVIA CORPORATION

Wachovia was incorporated under the laws of North Carolina in 1967. We are registered as a financial holding company and a bank holding company under the Bank Holding Company Act of 1956, as amended, and are supervised and regulated by the Board of Governors of the Federal Reserve System. Our banking and securities subsidiaries are supervised and regulated by various federal and state banking and securities regulatory authorities. On September 1, 2001, the former Wachovia Corporation merged with and into First Union Corporation, and First Union Corporation changed its name to Wachovia Corporation .

In addition to North Carolina, Wachovia s full-service banking subsidiaries operate in Connecticut, Delaware, Florida, Georgia, Maryland, New Jersey, New York, Pennsylvania, South Carolina, Virginia and Washington, D.C. These full-service banking subsidiaries provide a wide range of commercial and retail banking and trust services. Wachovia also provides various other financial services, including mortgage banking, home equity lending, leasing, investment banking, insurance and securities brokerage services through other subsidiaries.

In 1985, the Supreme Court upheld regional interstate banking legislation. Since then, Wachovia has concentrated its efforts on building a large regional banking organization in what it perceives to be some of the better banking markets in the eastern United States. Since November 1985, Wachovia has completed over 90 banking-related acquisitions.

Wachovia continually evaluates its business operations and organizational structures to ensure they are aligned closely with its goal of maximizing performance in its core business lines, Capital Management, Wealth Management, the General Bank and Corporate and Investment Banking. When consistent with our overall business strategy, we may consider the disposition of certain of our assets, branches, subsidiaries or lines of business. We continue to routinely explore acquisition opportunities, particularly in areas that would complement our core business lines, and frequently conduct due diligence activities in connection with possible acquisitions. As a result, acquisition discussions and, in some cases, negotiations frequently take place, and future acquisitions involving cash, debt or equity securities can be expected.

Wachovia is a separate and distinct legal entity from its banking and other subsidiaries. Dividends received from our subsidiaries are our principal source of funds to pay dividends on our common and preferred stock and debt service on our debt. Various federal and state statutes and regulations limit the amount of dividends that our banking and other subsidiaries may pay to us without regulatory approval.

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RISK FACTORS

Our Credit Ratings May Not Reflect All Risks of An Investment in the Notes

The credit ratings of our medium-term note program may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, your notes. In addition, real or anticipated changes in our credit ratings will generally effect any trading market for, or trading value of, your notes.

Risks Relating to Indexed Notes

We use the term indexed notes to mean notes whose value is linked to an underlying property or index. Indexed notes may present a high level of risk, and those who invest in indexed notes may lose their entire investment. In addition, the treatment of indexed notes for U.S. federal income tax purposes is often unclear due to the absence of any authority specifically addressing the issues presented by any particular indexed note. Thus, if you propose to invest in indexed notes, you should independently evaluate the federal income tax consequences of purchasing an indexed note that apply in your particular circumstances. You should also read United States Taxation for a discussion of U.S. tax matters.

Investors in Indexed Notes Could Lose Their Investment

The amount of principal and/or interest payable on an indexed note and the cash value or physical settlement value of a physically settled note will be determined by reference to the price, value or level of one or more securities, currencies, commodities or other properties, any other financial, economic or other measure or instrument, including the occurrence or non-occurrence of any event or circumstance, and/or one or more indices or baskets of any of these items. We refer to each of these as an index . The direction and magnitude of the change in the price, value or level of the relevant index will determine the amount of principal and/or interest payable on the indexed note, and the cash value or physical settlement value of a physically settled note. The terms of a particular indexed note may or may not include a guaranteed return of a percentage of the face amount at maturity or a minimum interest rate. Thus, if you purchase an indexed note, you may lose all or a portion of the principal or other amount you invest and may receive no interest on your investment.

The Issuer of a Security or Currency That Serves as an Index Could Take Actions That May Adversely Affect an Indexed Note

The issuer of a security that serves as an index or part of an index for an indexed note will have no involvement in the offer and sale of the indexed note and no obligations to the holder of the indexed note. The issuer may take actions, such as a merger or sale of assets, without regard to the interests of the holder. Any of these actions could adversely affect the value of a note indexed to that security or to an index of which that security is a component.

If the index for an indexed note includes a non-U.S. dollar currency or other asset denominated in a non-U.S. dollar currency, the government that issues that currency will also have no involvement in the offer and sale of the indexed note and no obligations to the holder of the indexed note. That government may take actions that could adversely affect the value of the note. See Risks Relating to Notes Denominated or Payable in or Linked to a Non-U.S. Dollar Currency below for more information about these kinds of government actions.

An Indexed Note May Be Linked to a Volatile Index, Which Could Hurt Your Investment

Some indices are highly volatile, which means that their value may change significantly, up or down, over a short period of time. The amount of principal or interest that can be expected to become payable on an

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indexed note may vary substantially from time to time. Because the amounts payable with respect to an indexed note are generally calculated based on the value or level of the relevant index on a specified date or over a limited period of time, volatility in the index increases the risk that the return on the indexed note may be adversely affected by a fluctuation in the level of the relevant index.

The volatility of an index may be affected by political or economic events, including governmental actions, or by the activities of participants in the relevant markets. Any of these events or activities could adversely affect the value of an indexed note.

An Index to Which a Note Is Linked Could Be Changed or Become Unavailable

Some indices compiled by us or our affiliates or third parties may consist of or refer to several or many different securities, commodities or currencies or other instruments or measures. The compiler of such an index typically reserves the right to alter the composition of the index and the manner in which the value or level of the index is calculated. An alteration may result in a decrease in the value of or return on an indexed note that is linked to the index. The indices for our indexed notes may include published indices of this kind or customized indices developed by us or our affiliates in connection with particular issues of indexed notes.

A published index may become unavailable, or a customized index may become impossible to calculate in the normal manner, due to events such as war, natural disasters, cessation of publication of the index or a suspension or disruption of trading in one or more securities, commodities or currencies or other instruments or measures on which the index is based. If an index becomes unavailable or impossible to calculate in the normal manner, the terms of a particular indexed note may allow us to delay determining the amount payable as principal or interest on an indexed note, or we may use an alternative method to determine the value of the unavailable index. Alternative methods of valuation are generally intended to produce a value similar to the value resulting from reference to the relevant index. However, it is unlikely that any alternative method of valuation we use will produce a value identical to the value that the actual index would produce. If we use an alternative method of valuation for a note linked to an index of this kind, the value of the note, or the rate of return on it, may be lower than it otherwise would be.

Some indexed notes are linked to indices that are not commonly used or that have been developed only recently. The lack of a trading history may make it difficult to anticipate the volatility or other risks associated with an indexed note of this kind. In addition, trading in these indices or their underlying stocks, commodities or currencies or other instruments or measures, or options or futures contracts on these stocks, commodities or currencies or other instruments or measures, may be limited, which could increase their volatility and decrease the value of the related indexed notes or the rates of return on them.

We May Engage in Hedging Activities that Could Adversely Affect an Indexed Note

In order to hedge an exposure on a particular indexed note, we may, directly or through our affiliates, enter into transactions involving the securities, commodities or currencies or other instruments or measures that underlie the index for the note, or involving derivative instruments, such as swaps, options or futures, on the index or any of its component items. By engaging in transactions of this kind, we could adversely affect the value of an indexed note. It is possible that we could achieve substantial returns from our hedging transactions while the value of the indexed note may decline.

Information About Indices May Not Be Indicative of Future Performance

If we issue an indexed note, we may include historical information about the relevant index in the relevant pricing supplement. Any information about indices that we may provide will be furnished as a matter of information only, and you should not regard the information as indicative of the range of, or trends in, fluctuations in the relevant index that may occur in the future.

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We May Have Conflicts of Interest Regarding an Indexed Note

First Union Securities, Inc. and our other affiliates may have conflicts of interest with respect to some indexed notes. First Union Securities, Inc. and our other affiliates may engage in trading, including trading for hedging purposes, for their proprietary accounts or for other accounts under their management, in indexed notes and in the securities, commodities or currencies or other instruments or measures on which the index is based or in other derivative instruments related to the index or its component items. These trading activities could adversely affect the value of indexed notes. We and our affiliates may also issue or underwrite securities or derivative instruments that are linked to the same index as one or more indexed notes. By introducing competing products into the marketplace in this manner, we could adversely affect the value of an indexed note.

Wachovia Bank, N.A. (formerly named First Union National Bank) or another of our affiliates may serve as calculation agent for the indexed notes and may have considerable discretion in calculating the amounts payable in respect of the notes. To the extent that Wachovia Bank, N.A. or another of our affiliates calculates or compiles a particular index, it may also have considerable discretion in performing the calculation or compilation of the index. Exercising discretion in this manner could adversely affect the value of an indexed note based on the index or the rate of return on the security.

Risks Relating to Notes Denominated or Payable in or Linked to a Non-U.S. Dollar Currency

If you intend to invest in a non-U.S. dollar note e.g., a note whose principal and/or interest is payable in a currency other than U.S. dollars or that may be settled by delivery of or reference to a non-U.S. dollar currency or property denominated in or otherwise linked to a non-U.S. dollar currency you should consult your own financial and legal advisors as to the currency risks entailed by your investment. Notes of this kind may not be an appropriate investment for investors who are unsophisticated with respect to non-U.S. dollar currency transactions.

An Investment in a Non-U.S. Dollar Note Involves Currency-Related Risks

An investment in a non-U.S. dollar note entails significant risks that are not associated with a similar investment in a note that is payable solely in U.S. dollars and where settlement value is not otherwise based on a non-U.S. dollar currency. These risks include the possibility of significant changes in rates of exchange between the U.S. dollar and the various non-U.S. dollar currencies or composite currencies and the possibility of the imposition or modification of foreign exchange controls or other conditions by either the United States or non-U.S. governments. These risks generally depend on factors over which we have no control, such as economic and political events and the supply of and demand for the relevant currencies in the global markets.

Changes in Currency Exchange Rates Can Be Volatile and Unpredictable

Rates of exchange between the U.S. dollar and many other currencies have been highly volatile, and this volatility may continue and perhaps spread to other currencies in the future. Fluctuations in currency exchange rates could adversely affect an investment in a note denominated in, or where value is otherwise linked to, a specified currency other than U.S. dollars. Depreciation of the specified currency against the U.S. dollar could result in a decrease in the U.S. dollar-equivalent value of payments on the note, including the principal payable at maturity. That in turn could cause the market value of the note to fall. Depreciation of the specified currency against the U.S. dollar could result in a loss to the investor on a U.S. dollar basis.

In courts outside of New York, investors may not be able to obtain judgment in a specified currency other than U.S. dollars. For example, a judgment for money in an action based on a non-U.S. dollar note in many other U.S. federal or state courts ordinarily would be enforced in the United States only in U.S. dollars.

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The date used to determine the rate of conversion of the currency in which any particular note is denominated into U.S. dollars will depend upon various factors, including which court renders the judgment.

Information About Exchange Rates May Not Be Indicative of Future Performance

If we issue a non-U.S. dollar note, we may include in the relevant pricing supplement a currency supplement that provides information about historical exchange rates for the relevant non-U.S. dollar currency or currencies. Any information about exchange rates that we may provide will be furnished as a matter of information only, and you should not regard the information as indicative of the range of, or trends in, fluctuations in currency exchange rates that may occur in the future. That rate will likely differ from the exchange rate used under the terms that apply to a particular note.

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USE OF PROCEEDS

Wachovia currently intends to use the net proceeds from the sale of any notes for general corporate purposes, which may include:

- reducing debt;
- investments at the holding company level;
- investing in, or extending credit to, our operating subsidiaries;
- acquisitions;
- stock repurchases; and
- other purposes as mentioned in any pricing supplement.

Pending such use, we may temporarily invest the net proceeds. The precise amounts and timing of the application of proceeds will depend upon our funding requirements and the availability of other funds. Except as mentioned in any pricing supplement, specific allocations of the proceeds to such purposes will not have been made at the date of that pricing supplement.

Based upon our historical and anticipated future growth and our financial needs, we may engage in additional financings of a character and amount that we determine as the need arises.

CONSOLIDATED EARNINGS RATIOS

The following table provides Wachovia s consolidated ratios of earnings to fixed charges and preferred stock dividends:

	Three Months Ended March 31,	Years Ended December 31,				
	2002	**2001**	**2000**	**1999**	**1998**	**1997**
Consolidated Ratios of Earnings to Fixed Charges and Preferred Stock Dividends						
Excluding interest on deposits	3.20x	1.61	1.13	2.29	2.13	2.50
Including interest on deposits	1.88x	1.27	1.06	1.62	1.51	1.57

For purposes of computing these ratios

- earnings represent income from continuing operations before extraordinary items and cumulative effect of a change in accounting principles, plus income taxes and fixed charges (excluding capitalized interest);

- fixed charges, excluding interest on deposits, represent interest (including capitalized interest), one-third of rents and all amortization of debt issuance costs; and

- fixed charges, including interest on deposits, represent all interest (including capitalized interest), one-third of rents and all amortization of debt issuance costs.

One-third of rents is used because it is the proportion deemed representative of the interest factor.

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SELECTED CONSOLIDATED CONDENSED FINANCIAL DATA

The following is selected unaudited consolidated condensed financial information for Wachovia for the three months ended March 31, 2002, and for the year ended December 31, 2001. The summary below should be read in conjunction with the consolidated financial statements of Wachovia, and the related notes thereto, and the other detailed information contained in Wachovia s March 31, 2002 Quarterly Report on Form 10-Q and 2001 Annual Report on Form 10-K.

	Three Months Ended March 31, 2002	Year Ended December 31, 2001(a)
(In millions, except per share data)		
CONSOLIDATED CONDENSED SUMMARIES OF INCOME		
Interest income	$ 3,903	$ 16,100
Interest expense	1,477	8,325
Net interest income	2,426	7,775
Provision for loan losses	339	1,947
Net interest income after provision for loan losses	2,087	5,828
Securities transactions	(6)	(67)
Noninterest income	2,033	6,363
Merger-related and restructuring charges	(8)	106
Noninterest expense	2,777	9,725
Income before income taxes	1,345	