WACHOVIA CORP NEW
Form 4
February 21, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY STANHOPE A
(Last) (First) (Middle)
WACHOVIA CORPORATION, 932 KENLEIGH CIRCLE
(Street)
WINSTON SALEM, NC 27106
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WACHOVIA CORP NEW [WB]

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SEVP, Pres of Wealth Mgmt.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/19/2008		A		43,800 (1)	A	$ 0	212,341.0436 (4)	D	
Common Stock								1,815	I	By Daughter 2 (HK)
Common Stock								2,065	I	By Daughter
Common Stock								1,815.7163	I	By RSPSP Trust/401k

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
ESOP (Right to Buy) (3)	$ 33.79	02/19/2008		A		43,800		02/19/2009(2)	02/19/2018	Common Stock	43,800
ESOP (Right to Buy) (3)	$ 41	02/19/2008		A		13,036		02/19/2009(2)	02/19/2018	Common Stock	13,036
ESOP (Right to Buy) (3)	$ 48	02/19/2008		A		15,209		02/19/2009(2)	02/19/2018	Common Stock	15,209

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY STANHOPE A WACHOVIA CORPORATION 932 KENLEIGH CIRCLE WINSTON SALEM, NC 27106			SEVP, Pres of Wealth Mgmt.	

Signatures

Stanhope A. Kelly	02/20/2008
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The 2008 Performance Retention restricted stock award vest in substantially equal installments on each of the 3 anniversaries of the date of grant beginning Feb. 19, 2009, assuming that certain financial performance targets are met.

(2) The option becomes exercisable in substantially equal installments on each of the five anniversaries of the date of grant (20% per year) beginning Feb. 19, 2009.

(3) Provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the withholding of shares in payment of the exercise price.

(4) Includes 102,049 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of share s to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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