HERRINGER MARYELLEN C

Form 4

January 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * HERRINGER MARYELLEN C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle)

(Zip)

WACHOVIA CORP NEW [WB]

(Check all applicable)

C/O WACHOVIA

(State)

CORPORATION, 301 SOUTH **COLLEGE STREET**

(City)

3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2008

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

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

CHARLOTTE, NC 28288

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acquired		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(1)			Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common	12/31/2008		D	12,612	D	\$0	0	D	
Stock	12/31/2006		D	12,012	ע	(1)	U	ע	
						_			
									MCH
Common						\$ 0			1995
	12/31/2008		D	3,900	D	\$ 0 (1)	0	I	
Stock						(1)			Family
									Trst

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

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number.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	y			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units (3)	\$ 0	12/31/2008		D		20,968.8106	(2)	(2)	Common Stock	20,968

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HERRINGER MARYELLEN C

C/O WACHOVIA CORPORATION
301 SOUTH COLLEGE STREET

CHARLOTTE, NC 28288

Signatures

Maryellen C. Herringer 01/02/2009

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares disposed of in the merger between Wachovia Corporation and Wells Fargo & Company pursuant to which each share of Wachovia Corporation common stock was exchanged for .1991 shares of Wells Fargo common stock.
- (2) Phantom stock units awarded pursuant to the Wachovia director deferred stock unit plan. These units are settled following the director's termination of the service as a member of the issuer's board of directors.
- (3) The phantom stock converts into common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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