

WACHOVIA CORP NEW
Form POS AM
February 01, 2006

As filed with the Securities and Exchange Commission on February 1, 2006
Registration Nos. 333-131237, 333-131237-01

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Post-Effective Amendment No. 1 to
FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933
Wachovia Corporation
(Exact name of registrant as specified in its charter)

North Carolina **56-0898180**
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification Number)
organization)

Wachovia Capital Trust III
(Exact name of registrant as specified in its charter)

Delaware **20-6807767**
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification Number)
organization)

Ross E. Jeffries, Jr., Esq.
Senior Vice President and Deputy General
Counsel

One Wachovia Center
Charlotte, North Carolina 28288-0013
(704) 374-6565

Wachovia Corporation
One Wachovia Center
Charlotte, North Carolina 28288-0630
(704) 374-6611

(Address, including zip code, and telephone number, (Name, Address, Including Zip Code, and Telephone
including area code, of registrant's principal Number,
executive offices) Including Area Code, of Agent for Service)

With a copy to:

Louis J. Bevilacqua, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
(212) 504-6057

Mark J. Welshimer, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498
(212) 558-3669

Approximate date of commencement of proposed sale to public: From time to time after the effective date of this Registration Statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. p

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Fixed-to-Floating Rate Normal Wachovia Income Trust Securities (WITS) (2)	2,500,000	\$1,000	\$2,500,000,000	\$267,500(5)
Junior Subordinated Notes (2)(4)(5)(6)	2,501,000	\$1,000	\$2,501,000,000	\$267,714(5)(6)
Stripped WITS (2)	(3)	(3)(4)	(3)(4)	(3)
Capital WITS (2)	(3)	(3)(4)	(3)(4)	(3)
Stock Purchase Contracts (2)	25,010	(4)	(4)	(4)
Perpetual Preferred Stock (2)	25,010	(4)	(4)	(4)
Guarantee of payment on the WITS (2)(7)				
Total:				\$535,214

(1) Calculated and paid pursuant to Rules 456(b) and 457(r) under the Securities Act.

(2) The Normal WITS, the Stripped WITS and Capital WITS (in the case of the Stripped WITS and Capital WITS, if any) are beneficial interests in, and will be issued by, Wachovia Capital Trust III (the Trust). The

Junior
Subordinated
Notes, Stock
Purchase
Contracts,
Perpetual
Preferred Stock
and Guarantees
will be issued
by Wachovia
Corporation (the
Company).

(3) An
indeterminate
aggregate initial
offering price or
number of the
securities of
each identified
class is being
registered as
may from time
to time be
issued at
indeterminate
prices.

(4) No separate
consideration
will be received
by either
Registrant upon
the issuance, if
any, of the
Stripped WITS
or Capital
WITS, for the
issuance of the
Stock Purchase
Contracts or
upon the
purchase by the
Trust of the
Perpetual
Preferred Stock
of the Company
pursuant to the
terms of the
Stock Purchase
Contracts.

- (5) The Junior Subordinated Notes will be purchased by the Trust with the proceeds of the sale of the Normal WITS. Junior Subordinated Notes in the amount of \$2,500,000,000 will be purchased by the Trust with the proceeds of the sale of the Normal WITS. Junior Subordinated Notes in the amount of \$1,000,000 will be purchased by the Trust with the proceeds of the sale of its common securities to the Company.
- (6) The registration fee being paid in connection with the Junior Subordinated Notes includes \$267,607 representing the registration fee to be due in connection with the proceeds to be received upon the remarketing of the Junior Subordinated Notes, as

described in the prospectus.

- (7) Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.
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Explanatory Note

This Post-Effective Amendment No. 1 to the Registration Statement has been filed by the registrants solely for the purpose of updating the Calculation of Registration Fee table pursuant to Rule 456 under the Securities Act and to add the SEC Registration fee to Part II, Item 14 Other Expenses of Issuance and Distribution.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. Other Expenses of Issuance and Distribution

Estimated expenses:

Printing Fees	\$ 30,000
Fees of Securities Registrar	10,000
Trustee s Fees and Expenses	35,000
Accountant Fees and Expenses	10,000
Blue Sky Fees and Expenses	11,000
SEC Registration Fee	535,214
NASD Filing Fee	75,500
Rating Agency Fees	100,000
Legal Fees and Expenses	650,000
Miscellaneous	50,000

Total	\$ 1,506,714
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Wachovia Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, as of the 1st day of February, 2006.

Wachovia Corporation

By: /s/ Mark C. Treanor

Name: Mark C. Treanor

Title: Senior Executive Vice President,
Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the date indicated.

Signature	Title
*	Chairman, President, Chief Executive Officer and Director
G. Kennedy Thompson	
/s/ Thomas J. Wurtz	Senior Executive Vice President, Chief Financial Officer and Treasurer
Thomas J. Wurtz	
*	Executive Vice President and Corporate Controller (Principal Accounting Officer)
David M. Julian	
*	Director
John D. Baker, II	
*	Director
James S. Balloun	
*	Director
Robert J. Brown	
	Director
Peter C. Browning	
*	Director
John T. Casteen, III	

* Director

William H. Goodwin, Jr.

* Director

Robert A. Ingram

Signature	Title
*	Director
Donald M. James	
*	Director
Mackey J. McDonald	
*	Director
Joseph Neubauer	
*	Director
Lloyd U. Noland, III	
*	Director
Van L. Richey	
*	Director
Ruth G. Shaw	
*	Director
Lanty L. Smith	
*	Director
John C. Whitaker, Jr.	
*	Director
Dona Davis Young	

*By: /s/ Mark C. Treanor
Mark C. Treanor
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, Wachovia Capital Trust III certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, as of the 1st day of February, 2006.

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WACHOVIA CAPITAL TRUST III

By: Wachovia Corporation, as Depositor

By: /s/ Thomas J. Wurtz

Name: Thomas J. Wurtz

Title: Executive Vice President