

THOMPSON G KENNEDY

Form 5

February 14, 2008

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
THOMPSON G KENNEDY

(Last)

(First)

(Middle)

**ONE WACHOVIA CENTER, 301
S. COLLEGE ST.**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

12/31/20075. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director☐ 10% Owner☒ Officer (give title
below)☐ Other (specify
below)

Chairman, Pres. and CEO

CHARLOTTE, NC 28288-0005

(City)

(State)

(Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 04/03/2007 | Â | G | 7,488 A \$ 0 | 431,218 | I | By GKT Rev. Trust |
| Common Stock | 04/03/2007 | Â | G | 7,488 D \$ 0 | 501,888 (1) | D | Â |
| Common Stock | Â | Â | Â | Â Â Â | 23,464.9335 | I | By 401(k) plan |
| Common Stock | Â | Â | Â | Â Â Â | 2,370 | I | By Child 2 (Sc.T) |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|-------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,370 | I | By Child 1 (KT) |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,370 | I | By Child 3 (St.T) |
| Common Stock | Â | Â | Â | Â | Â | Â | 35,616 | I | By KBT Rev. Trust |

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

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SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se Bo O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON G KENNEDY ONE WACHOVIA CENTER 301 S. COLLEGE ST. CHARLOTTE,Â NCÂ 28288-0005 | Â X | Â | Â Chairman, Pres. and CEO | Â |

Signatures

G. Kennedy
Thompson
02/14/2008
**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)

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Includes 431,267 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of shares to satisfy tax withholding obligations.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.