GOODWIN WILLIAM H JR

Form 4

November 20, 2008

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

WACHOVIA CORP NEW [WB]

Symbol

response...

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - --1: - -1-1-)

Issuer

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GOODWIN WILLIAM H JR

				When which are the wear				-]	(Check all applicable)				
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction					`	,			
	ONE JAMI	ES CENTER, 90 REET	(Month/Day/Year) 11/18/2008				X_ Director 10% Owner Officer (give title below) Other (specify below)						
(Street) 4. If Ar					f Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Fi RICHMOND, VA 23219					Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										ally Owned			
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	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)		
	Common Stock	11/18/2008			S	200,000	D		2,350,000	I	By Riverstone Group, LLC		
	Common Stock	11/18/2008			S	100,000	D	\$ 5.15	2,250,000	I	By Riverstone Group, LLC		
	Common Stock	11/18/2008			S	100,000 (1)	D	\$ 5.2	2,150,000	I	By Riverstone Group, LLC		

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Common Stock	11/18/2008	S	39,284 (1)	D	\$ 5.25	2,110,716	Ι	By Riverstone Group, LLC
Common Stock	11/19/2008	S	33,022 (1)	D	\$ 4.75	2,077,694	I	By Riverstone Group, LLC
Common Stock	11/19/2008	S	640 (1)	D	\$ 4.65	2,077,054	I	By Riverstone Group, LLC
Common Stock	11/20/2008	S	27,054 (1)	D	\$ 4.4	2,050,000	I	By Riverstone Group, LLC
Common Stock						6,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transac Code (Instr. 8	5. ctionNumbo of S) Deriva Securion (A) or Dispos of (D) (Instr. 4, and	(Month/Day tive cies red ed	Date	7. Title a Amount Underly Securitie (Instr. 3	of ing es	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (Date Exercisable D)	Expiration Date	Title N	lumber	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Reporting Owners 2 GOODWIN WILLIAM H JR ONE JAMES CENTER 901 EAST CARY STREET RICHMOND, VA 23219

X

Signatures

William H. Goodwin, Jr. 11/20/2008

**Signature of Reporting Date

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) The sale of shares by the reporting person did not result in any Section 16 profit.

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.

Signatures 3