#### THOMPSON G KENNEDY

Form 4

February 24, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* THOMPSON G KENNEDY

2. Issuer Name and Ticker or Trading

Symbol

WACHOVIA CORP NEW [WB]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last) (First) (Middle)

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

ONE WACHOVIA CENTER, 301 S. 02/22/2006

\_X\_ Director 10% Owner X\_ Officer (give title Other (specify

below) Chairman, Pres. and CEO

COLLEGE ST.

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHARLOTTE, NC 28288-0005

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4)	sposed	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	02/22/2006		M	30,800	A	\$ 29.25	355,419 <u>(1)</u>	D	
Common Stock							20,302.5531	I	By 401(k) plan
Common Stock							2,370	I	By Child 1 (KT)
Common Stock							208,617	I	By GKT Rev. Trust
Common Stock							2,370	I	By Child 3 (St.T)

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Common Stock	35,616	I	By KBT Rev. Trust
Common Stock	2,370	I	By Child 2 (Sc.T)

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

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SEC 1474

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date ecurities (Month/Day/Year) cquired (A) r Disposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ESOP (Right to Buy) (2)	\$ 29.25	02/22/2006		M		30,800	04/16/1997	04/16/2006	Common Stock	30,800

## **Reporting Owners**

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

## **Signatures**

G. Kennedy
Thompson

\*\*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).

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- (1) Includes 253,998 shares of unvested restricted stock with respect to which provisions exist to allow for the withholding of share s to satisfy tax withholding obligations.
- (2) Provisions exist with respect to these shares to allow for the witholding of shares to satisfy tax witholding obligations and the witholding of shares in payment of the exercise price.

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.