#### THOMPSON G KENNEDY

Form 4 April 29, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

(Print or Type Responses)

1(b).

(Last)

COLLEGE ST.

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

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

WACHOVIA CORP NEW [WB]

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

ONE WACHOVIA CENTER, 301 S. 04/28/2005

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_\_ Director

X\_ Officer (give title

Issuer

below)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chariman, Pres. and CEO

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

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CHARLOTTE, NC 28288-0005

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y 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. Securition(A) or Di (Instr. 3,	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	04/28/2005		M	15,600	A	\$ 22.38	335,205 (2)	D	
Common Stock	04/28/2005		S	10,586	D	\$ 50.84	324,619 <u>(2)</u>	D	
Common Stock							19,770.2493	I	By 401(k) plan
Common Stock							2,370	I	By Child 3 (St.T)
Common Stock							35,616	I	By KBT Rev. Trust

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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 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. Transactic Code (Instr. 8)	Secu Acqu or D:	rities uired (A) isposed of r. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ESOP (1)	\$ 22.38	04/28/2005		M		15,600	06/20/1996	06/19/2005	Common Stock	15,600

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# **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		Chariman, Pres. and CEO				

## **Signatures**

G. Kennedy	04/29/2005			
Thompson	04/29/2003			
**Signature of Reporting Person	Date			

Reporting Owners 2

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### **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) NQ provisions exist with respect to these shares to allow for the withholding of shares to satisfy tax withholding obligations and the withholding of shares in payment of the exercise price.
- (2) Includes 253,998 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 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.