

GOODWIN WILLIAM H JR
 Form 4
 November 20, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Name and Address of Reporting Person *
GOODWIN WILLIAM H JR

(Last) (First) (Middle)

ONE JAMES CENTER, 901 EAST CARY STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
11/18/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2008		S		200,000 <u>(1)</u>	D	\$ 5.1	2,350,000	I	By Riverstone Group, LLC
Common Stock	11/18/2008		S		100,000 <u>(1)</u>	D	\$ 5.15	2,250,000	I	By Riverstone Group, LLC
Common Stock	11/18/2008		S		100,000 <u>(1)</u>	D	\$ 5.2	2,150,000	I	By Riverstone Group, LLC

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOODWIN WILLIAM H JR
ONE JAMES CENTER X
901 EAST CARY STREET
RICHMOND, VA 23219

Signatures

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

 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.
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