

WACHOVIA CORP NEW
Form 424B5
September 13, 2007
Table of Contents

The information in this preliminary pricing supplement is not complete and may be changed.

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SUBJECT TO COMPLETION, DATED SEPTEMBER , 2007

PRICING SUPPLEMENT

(To prospectus dated March 5, 2007)

\$

Wachovia Corporation

Enhanced Growth Securities due July 5, 2011

Redeemable at Maturity for Cash based on the

Performance of a Basket of International Indices

Issuer:	Wachovia Corporation
Principal Amount:	Each security will have a principal amount of \$10. Each security will be offered at an initial public offering price of \$10. The securities are not fully principal protected.
Maturity Date:	July 5, 2011
Interest:	Wachovia will not pay you interest during the term of the securities.
Market Measure:	The return on the securities is linked to the performance of a basket of indices initially equally weighted as follows: FTSE™100 Index (25%), the Nikkei 225® Index (25%), the MSCI Taiwan Index SM (25%) and the Dow Jones EURO STOXX SM 50 Index (25%). We refer to the basket of indices at their respective weightings as the Basket .
Payment at Maturity:	At maturity, for each security you own, if the final Basket value is greater than the initial Basket value, you will receive a cash payment equal to the principal amount of the security plus an amount expected to be 125% of the Basket upside performance (to be determined on the pricing date), subject to a maximum payment at maturity expected to be \$16.25 (to be determined on the pricing date). If the final Basket value is less than or equal to the initial Basket value, you will receive a cash payment equal to the principal amount of the security <i>minus</i> an amount equal to 50% of the Basket downside performance. If the final Basket equals the initial Basket value, you will receive a cash payment equal to the principal amount of the security. <i>If the final Basket value is less than the initial Basket value, the amount you receive at maturity will be less than the principal amount of the securities in proportion to one-half of the decline in the value of the Basket from the initial Basket value relative to the final Basket value.</i>
Listing:	The securities will not be listed or displayed on any securities exchange or any electronic communications network.

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Pricing Date: •, 2007
Expected Settlement Date: •, 2007
CUSIP Number: •

For a detailed description of the terms of the securities, see [Summary Information](#) beginning on page S-1 and [Specific Terms of the Securities](#) beginning on page S-14.

Investing in the securities involves risks. See [Risk Factors](#) beginning on page S-9.

	Per Security	Total
Public Offering Price		
Underwriting Discount and Commission		
Proceeds to Wachovia Corporation		

The securities solely represent senior, unsecured debt obligations of Wachovia and are not the obligation of, or guaranteed by, any other entity. The securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this pricing supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Wachovia may use this pricing supplement in the initial sale of the securities. In addition, Wachovia Capital Markets, LLC or any other broker-dealer affiliate of Wachovia may use this pricing supplement in a market-making or other transaction in any security after its initial sale. *Unless Wachovia or its agent informs the purchaser otherwise in the confirmation of sale, this pricing supplement is being used in a market-making transaction.*

Wachovia Securities

The date of this pricing supplement is •, 2007.

Table of Contents

TABLE OF CONTENTS

Pricing Supplement

<u>Summary Information</u>	Page S-1
<u>Risk Factors</u>	S-9
<u>Specific Terms of the Securities</u>	S-14
<u>The Basket</u>	S-19
<u>Supplemental Tax Considerations</u>	S-31
<u>Employee Retirement Income Security Act</u>	S-33
<u>Use of Proceeds and Hedging</u>	S-35
<u>Supplemental Plan of Distribution</u>	S-36
<u>Recent Developments</u>	S-38

Prospectus

	Page
About This Prospectus	1
Where You Can Find More Information	3
Forward-Looking Statements	4
Risk Factors	7
Wachovia Corporation	11
Use of Proceeds	12
Consolidated Earnings Ratios	12
Regulatory Considerations	13
Description of the Notes We May Offer	14
Description of Warrants We May Offer	45
Global Securities	60
United States Taxation	64
European Union Directive on Taxation of Savings	77
Employee Retirement Income Security Act	77
Plan of Distribution	79
Validity of the Securities	84
Experts	85
Listing and General Information	85

Unless otherwise indicated, you may rely on the information contained in this pricing supplement and the accompanying prospectus. Neither we nor the underwriter has authorized anyone to provide information different from that contained in this pricing supplement and the accompanying prospectus. When you make a decision about whether to invest in the securities, you should not rely upon any information other than the information in this pricing supplement and the accompanying prospectus. Neither the delivery of this pricing supplement nor sale of the securities means that information contained in this pricing supplement or the accompanying prospectus is correct after their respective dates. This pricing supplement and the accompanying prospectus are not an offer to sell or solicitation of an offer to buy the securities in any circumstances under which the offer or solicitation is unlawful.

Table of Contents

SUMMARY INFORMATION

This summary includes questions and answers that highlight selected information from this pricing supplement and the accompanying prospectus to help you understand the Enhanced Growth Securities due July 5, 2011 Redeemable at Maturity for Cash based on the Performance of a Basket of International Indices, which we refer to as the securities. You should carefully read this pricing supplement and the accompanying prospectus to fully understand the terms of the securities, the indices to which the performance of the securities is linked, and the tax and other considerations that are important to you in making a decision about whether to invest in the securities. You should carefully review the section Risk Factors in this pricing supplement and the accompanying prospectus, which highlights certain risks associated with an investment in the securities, to determine whether an investment in the securities is appropriate for you.

Unless otherwise mentioned or unless the context requires otherwise, all references in this pricing supplement to Wachovia, we, us and our or similar references mean Wachovia Corporation and its subsidiaries. Wachovia Capital Markets, LLC is an indirect, wholly owned subsidiary of Wachovia Corporation. Wachovia Corporation conducts its investment banking, capital markets and retail brokerage activities through its various broker-dealer, bank and non-bank subsidiaries, including Wachovia Capital Markets, LLC, under the trade name Wachovia Securities. Any reference to Wachovia Securities in this pricing supplement does not, however, refer to Wachovia Securities, LLC, a member of the New York Stock Exchange and the Securities Investor Protection Corporation, to Wachovia Securities Financial Network, LLC, a member of the National Association of Securities Dealers, Inc. and the Securities Investor Protection Corporation, or to broker-dealer affiliates of Wachovia Corporation and Wachovia Capital Markets, LLC.

What are the securities?

The securities offered by this pricing supplement will be issued by Wachovia Corporation and will mature on July 5, 2011. The return on the securities will be linked to the performance of a basket of four indices. We refer to each of the indices as a component index and we refer to the component indices at their respective weightings collectively as the Basket. The securities will bear no interest and no other payments will be made until maturity.

The initial fractional amount of each component index included in the Basket will be determined by an exchange ratio calculated so that each component index is initially equally weighted in the Basket based on the closing level of each component index on , 2007 the trading day immediately following the pricing date. Each component index will initially represent one-quarter (25%) of the Basket. The exchange ratio of each component index is fixed and will not change during the term of the securities. The component indices and their respective Bloomberg symbols are set forth below:

FTSESM 100 Index (UKX)

Nikkei 225[®] Index (NKY)

MSCI Taiwan IndexSM (TWY)

Dow Jones EURO STOXXSM 50 Index (SX5E)

As discussed in the accompanying prospectus, the securities are debt securities and are part of a series of debt securities entitled Medium-Term Notes, Series G that Wachovia Corporation may issue from time to time. The securities will rank equally with all other unsecured and unsubordinated debt of Wachovia Corporation. For more details, see Specific Terms of the Securities beginning on page S-14.

Each security will have a principal amount of \$10. Each security will be offered at an initial public offering price of \$10. You may transfer only whole securities. Wachovia Corporation will issue the securities in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the securities.

Table of Contents**Are the securities principal protected?**

The securities are not principal protected; however, the securities guarantee a return of at least 50% of the principal amount of the securities at maturity. If the final Basket value is less than the initial Basket value, the maturity payment amount will be less than the principal amount of the securities in proportion to one-half of the decline in the value of the Basket from the initial Basket value to the final Basket value. Accordingly, if the value of the Basket declines in this manner you will lose some of your principal.

What will I receive upon maturity of the securities?

At maturity, for each security you own, you will receive a cash payment equal to the maturity payment amount. If the final Basket value is greater than the initial Basket value, the maturity payment amount will equal the principal amount of the security plus an amount expected to be 125% of the Basket upside performance (to be determined on the pricing date), subject to a maximum payment at maturity expected to be \$16.25 (to be determined on the pricing date). If the final Basket value is less than the initial Basket value, the maturity payment amount will equal the principal amount of the security minus an amount equal to 50% of the Basket downside performance. If the final Basket value equals the initial Basket value, you will receive a cash payment equal to the principal amount of the security. *If the final Basket value is less than the initial Basket value, the amount you receive at maturity will be less than the principal amount of the securities in proportion to one-half of the decline in the value of the Basket from the initial Basket value to the final Basket value.*

The initial Basket value is \$10.

The final Basket value will be determined by the calculation agent on the valuation date and will equal the sum of the products of (i) the exchange ratio of each component index and (ii) the closing level of the respective component index on the valuation date.

The Basket upside performance will be determined by the calculation agent on the valuation date and will equal the product of (i) the principal amount of the security and (ii) the final Basket value minus the initial Basket value, divided by the initial basket value.

The Basket downside performance will be determined by the calculation agent on the valuation date and will equal the product of (i) the principal amount of the security and (ii) the initial Basket value minus the final Basket value, divided by the initial basket value.

The table below provides the following information for each component index in the Basket: the name of the component index, the exchange ratio for the component index, the closing level of the component index on the pricing date, the component index's initial percentage weight and its initial dollar value of the Basket.

Component Index	Exchange Ratio	Closing Level on Pricing Date	Percentage of Initial Basket Weight	Initial Dollar Value
FTSE SM 100 Index	•	•	25%	\$ 2.50
Nikkei 225 [®] Index	•	•	25%	\$ 2.50
MSCI Taiwan Index SM	•	•	25%	\$ 2.50
Dow Jones EURO STOXX SM 50 Index	•	•	25%	\$ 2.50
<i>Total</i>			<i>100%</i>	<i>\$ 10.00</i>

Determination of the Exchange Ratio

The exchange ratio for each component index is the number used to convert the closing level of that component index into its value in the Basket based on its percentage weight and equals (i) the initial dollar value of each component index divided by (ii) the closing level of that respective component index on , 2007, the trading day immediately following the pricing date. The initial dollar value of each component index will be equal to the percentage of the initial basket weight, in each case 1/4th, or 25%, times \$10, the principal amount per security. The exchange ratio for each component index will remain constant for the term of the securities.

Table of Contents

The valuation date means the fifth trading day prior to the maturity date. However, if that day occurs on a day that is a disrupted day with respect to a component index, the valuation date for such component index will be postponed until the next succeeding trading day that is not a disrupted day; provided that in no event will the valuation date with respect to a component index be postponed by more than five trading days. If the valuation date with respect to a component index is postponed to the last possible day but that day is a disrupted day, that date will nevertheless be the valuation date with respect to that component index. *If the valuation date with respect to a component index is postponed, then the maturity date of the securities will be postponed by an equal number of trading days.*

The closing level of a component index on any trading day will equal the official closing level of that component index or any successor component index (as defined under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below) published by the component index sponsor at the regular weekday close of trading on that trading day. In certain circumstances, the closing level will be based on the alternate calculation of the component indices described under Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices below.

A trading day means any day on which each exchange and related exchange is scheduled to be open for its respective regular trading sessions.

A disrupted day means any trading day on which a relevant exchange or related exchange fails to open for trading during its regular trading session or on which a market disruption event has occurred.

If the final Basket value is less than the initial Basket value, the amount you will receive at maturity will be less than the principal amount of the securities in proportion to one-half of the decline in the value of the Basket from the initial Basket value to the final Basket value.

Hypothetical Examples

Set forth below are three hypothetical examples of the calculation of the maturity payment amount.

Initial Basket value: \$10

Hypothetical Upside Participation Rate: 125%

Hypothetical Downside Participation Rate: 50%

Hypothetical maximum payment at maturity: \$16.25

Example 1 The hypothetical final Basket value is 50% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the security *minus* an amount equal to one-half of 50% of the Basket downside performance:

Hypothetical final Basket value: \$5.00

Basket downside performance:

$$= \$10.00 \times \left(\frac{\$10.00 - \$5.00}{\$10.00} \right) = \$5.00,$$

Maturity payment amount (per security):

$$= \$ 10.00 - \left(\$5.00 \times 50\% \right)$$

Table of Contents

$$= \$10.00 - \$2.50 = \$7.50$$

Since the hypothetical final Basket value is less than the initial Basket value, you would lose some of your principal based on one-half of the percentage change in the value of the Basket. Although the hypothetical final Basket value has declined by 50%, your total cash payment at maturity would be \$7.50 per security, representing a 25% total loss of the principal amount of your securities.

Example 2 The hypothetical final Basket value is 108% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the security *plus* a hypothetical amount equal to 125% of the Basket upside performance:

Hypothetical final Basket value: \$10.80

Basket upside performance:

$$= \$10.00 \times \left(\frac{\$10.80 - \$10.00}{\$10.00} \right) = \$0.80$$

Maturity payment amount (per security):

$$= \$10.00 + \left(\$0.80 \times 125\% \right)$$

$$= \$10.00 + \$1.00 = \$11.00$$

Since the hypothetical final Basket value is greater than the initial Basket value, the maturity payment amount would be greater than the principal amount of your security. Although the hypothetical final Basket value has increased by 8%, your total cash payment at maturity would be \$11.00 per security, representing a 10% return above the principal amount of your securities.

Example 3 The hypothetical final Basket value is 160% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the security *plus* a hypothetical amount equal to 125% of the Basket upside performance:

Hypothetical final Basket value: \$16.00

Basket upside performance:

$$= \$10.00 \times \left(\frac{\$16.00 - \$10.00}{\$10.00} \right) = \$6.00$$

Maturity payment amount (per security):

$$= \$10.00 + \left(\$6.00 \times 125\% \right)$$

$$= \$10.00 + \$7.50 = \$17.50$$

Since the hypothetical final Basket value is greater than the initial Basket value, the maturity payment amount would be greater than the principal amount of your security, subject to the maximum payment at maturity. Although the hypothetical final Basket value has increased by

60% and the calculation of the

S-4

Table of Contents

maturity payment amount without taking into account the maximum payment amount would generate a result of \$17.50 per security, your maturity payment amount would be limited to \$16.25 per security, representing a 62.5% total return, because the payment on the securities at maturity may not exceed the maximum payment at maturity.

HYPOTHETICAL RETURNS

The following table illustrates, for the initial Basket value and a range of hypothetical final Basket values, the hypothetical dollar return on the securities as well as the hypothetical percentage return on the securities.

The figures below are for purposes of illustration only. The actual maturity payment amount will depend on the actual final Basket value as determined by the calculation agent as described in this pricing supplement.

Hypothetical final Basket value ⁽¹⁾	Hypothetical	Hypothetical	Hypothetical
	maturity payment amount per security ⁽²⁾	percentage change in value of the Basket ⁽¹⁾⁽²⁾	percentage change in value of the securities ⁽²⁾
\$5.00	\$ 7.50	-50.00%	-25.00%
5.50	7.75	-45.00	-22.50
6.00	8.00	-40.00	-20.00
6.50	8.25	-35.00	-17.50
7.00	8.50	-30.00	-15.00
7.50	8.75	-25.00	-12.50
8.00	9.00	-20.00	-10.00
8.50	9.25	-15.00	-7.50
9.00	9.50	-10.00	-5.00
9.50	9.75	-5.00	-2.50
10.00⁽³⁾	10.00	0.00	0.00
10.50	10.63	5.00	6.25
11.00	11.25	10.00	12.50
11.50	11.88	15.00	18.75
12.00	12.50	20.00	25.00
12.50	13.13	25.00	31.25
13.00	13.75	30.00	37.50
13.50	14.38	35.00	43.75
14.00	15.00	40.00	50.00
14.50	15.63	45.00	56.25
15.00	16.25	50.00	62.50
15.50	16.25	55.00	62.50
16.00	16.25	60.00	62.50
16.50	16.25	65.00	62.50
17.00	16.25	70.00	62.50
17.50	16.25	75.00	62.50
18.00	16.25	80.00	62.50
18.50	16.25	85.00	62.50
19.00	16.25	90.00	62.50

- (1) Because each component index reflects the price return of the stocks underlying each such component index, the change in value of the Basket does not reflect dividends paid on the stocks underlying each of the component indices over the term of the securities.

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- (2) Assumes a maturity payment amount equal to 125% of the Basket upside performance. The actual percentage will be determined on the pricing date.

- (3) This is also the initial Basket value.

S-5

Table of Contents

The following graph sets forth the return at maturity for a range of final Basket values.

Return Profile of Enhanced Growth Securities vs. Basket*

* Assumes a maturity payment amount equal to 125% of the Basket upside performance

Who should or should not consider an investment in the securities?

We have designed the securities for investors who are willing to hold their securities until maturity and who want to participate in the appreciation of the Basket (measured by the percentage change in the value of the Basket based on the final Basket value relative to the initial Basket value) over the term of the securities at a rate expected to be 125% (to be determined on the pricing date), subject to a maximum payment at maturity expected to be \$16.25 (to be determined on the pricing date). The securities are designed for investors who are also willing to make an investment that is exposed to one-half of the full downside performance risk of the Basket.

The securities are not designed for, and may not be a suitable investment for, investors who are unable or unwilling to hold the securities to maturity, who require an investment that yields a regular return, who seek full principal protection for their investment and who are unwilling to make an investment exposed to any downside performance risk of the Basket. This may not be a suitable investment for investors who prefer the lower risk of fixed income investments with comparable maturities issued by companies with comparable credit ratings.

What will I receive if I sell the securities prior to maturity?

The market value of the securities may fluctuate during the term of the securities. Several factors and their interrelationship will influence the market value of the securities, including the level of the Basket, dividend yields of the stocks underlying the component indices, the time remaining to maturity of the securities, interest rates, applicable currency exchange rates and the volatility of the component indices. Depending on the impact of these factors, you may receive less than \$10 per security from any sale of your securities before the maturity

Table of Contents

date of the securities and less than what you would have received had you held the securities until maturity. For more details, see Risk Factors. Many factors affect the market value of the securities .

Who publishes the component indices and what do the component indices measure?

The FTSE™ 100 Index is a capitalization-weighted index of the 100 most highly capitalized companies traded on the London Stock Exchange. The FTSE™ 100 Index was developed with a base value of 1,000 as of January 3, 1984. The FTSE 100 Index is published and maintained by FTSE International Limited (FTSE).

The Nikkei 225® Index is currently based on 225 common stocks that are traded on the Tokyo Stock Exchange (TSE), and represents a broad cross-section of Japanese industry. All 225 of the underlying stock are listed on the First Section of the TSE, which are the most actively traded stocks on the TSE.

The MSCI Taiwan IndexSM is a free float adjusted market capitalization index that is designed to measure equity market performance in Taiwan. It is calculated daily in U.S. dollars and published in real time in Taiwan Dollars every 15 seconds during market trading hours. As of September 10, 2007, the index contained 110 securities with a total market capitalization of approximately \$356.8 billion.

The Dow Jones EURO STOXXSM 50 Index is composed of 50 component stocks of market sector leaders from within the Dow Jones EURO STOXXSM Index, which includes stocks selected from the Eurozone. The component stocks have a high degree of liquidity and represent the largest companies across all market sectors defined by the Dow Jones Global Classification Standard. As of June 29, 2007, the eight countries that are represented in the EURO STOXXSM 50 Index account for the following approximate percentages: France, 32.7%; Germany, 26.0%; Spain, 12.9%; The Netherlands, 12.2%; Italy, 11.9; Finland, 3.5%; and Ireland, 0.8%.

The FTSESM 100 Index, Nikkei 225® Index, the MSCI Taiwan IndexSM and the Dow Jones EURO STOXXSM 50 Index are determined, calculated and maintained by FTSE, Nikkei, Inc., MSCI and STOXX Limited, respectively (each, a component index sponsor and collectively the component index sponsors), without regard to the securities. The component index sponsors are not involved in the offer of the securities and have no obligation to consider your interests as a holder of the securities.

You should be aware that an investment in the securities does not entitle you to any ownership interest in the stocks of the companies included in the component indices. For a detailed discussion of the component indices, see The Basket beginning on page S-19.

How has the Basket performed historically?

You can find a table with the high, low and closing levels of each component index during each calendar quarter from calendar year 2004 to the present in the section entitled The Basket in this pricing supplement. We obtained the historical information from Bloomberg Financial Markets without independent verification. You should not take the past performance of the component indices as an indication of how the Basket will perform in the future.

In addition, you can find a table with the hypothetical high, low and closing value of the Basket, during each calendar quarter from 2004 to the present in the section entitled The Basket beginning on page S-19. We have provided this hypothetical historical information to help you evaluate how the Basket would have performed in the recent past, however the hypothetical past performance of the Basket is not indicative of how the Basket will perform in the future.

What about taxes?

The treatment of the securities for United States federal income tax purposes is uncertain. By purchasing a security, you and Wachovia hereby agree, in the absence of a change in law, an administrative determination or a judicial ruling to the contrary, to characterize such security for all tax purposes as a pre-paid cash-settled derivative contract linked to the level of the Basket. Under this characterization of the securities, you generally should recognize capital gain or loss upon the sale or maturity of your securities in an amount equal to the difference between the amount you receive at such time and the amount you paid for the securities.

Table of Contents

In the opinion of our counsel, Sullivan & Cromwell LLP, it would be reasonable to treat the securities in the manner described above, but it would also be a reasonable interpretation of current law for the securities to be treated as a single debt instrument subject to the special tax rules governing contingent payment debt instruments. Because of this uncertainty, we urge you to consult your tax advisor as to the tax consequences of your investment in the securities.

For a further discussion, see [Supplemental Tax Considerations](#) beginning on page S-31.

Will the securities be listed on a stock exchange?

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. Accordingly, if you sell your securities prior to maturity, you may have to sell them at a substantial loss. You should review the section entitled [Risk Factors](#) [There may not be an active trading market for the securities](#) in this pricing supplement.

Are there any risks associated with my investment?

Yes, an investment in the securities is subject to significant risks, including the risk of loss of some of your principal. We urge you to read the detailed explanation of risks in [Risk Factors](#) beginning on page S-9.

How to reach us

You may reach us by calling 1-888-215-4145 or 1-212-214-6282 and asking for the Investment Solutions Group.

Table of Contents

RISK FACTORS

An investment in the securities is subject to the risks described below, as well as the risks described under Risk Factors Risks Related to Indexed Securities in the accompanying prospectus. Your securities are a riskier investment than ordinary debt securities. Also, your securities are not equivalent to investing directly in the component common stocks, i.e., the common stocks underlying the Component Indices to which your securities are linked. You should carefully consider whether the securities are suited to your particular circumstances.

Your investment may result in a loss of some of your principal

We will not repay you a fixed amount of principal on the securities at maturity. The payment at maturity on the securities will depend on the percentage change in the value of the Basket based on the final Basket value relative to the initial Basket value. Because the value of the Basket is subject to market fluctuations, the amount of cash you receive at maturity may be more or less than the principal amount of the securities. If the final Basket value is less than the initial Basket value, the maturity payment amount will be less than the principal amount of each security. Accordingly, if the value of the Basket declines in this manner, you will lose some of your principal.

You will not receive interest payments on the securities

You will not receive any periodic interest payments on the securities or any interest payment at maturity. Your payment at maturity will depend on the percentage change in the value of the Basket based on the final Basket value relative to the initial Basket value.

Your yield may be lower than the yield on a standard debt security of comparable maturity

The yield that you will receive on your securities, which could be negative, may be less than the return you could earn on other investments. Even if your yield is positive, your yield may be less than the yield you would earn if you bought a standard senior non-callable debt security of Wachovia with the same maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money. Unlike conventional senior non-callable debt securities, the securities do not guarantee the return of a principal amount at maturity. In addition, no interest will be paid during the term of your securities.

Owning the securities is not the same as owning the stocks underlying the component indices

The return on your securities will not reflect the return you would realize if you actually owned and held the stocks underlying the component indices for a similar period. First, because the maturity payment amount will be determined based on the performance of the Basket, which consists of four initially equally weighted price-return indices, the return on the securities will not take into account the value of any dividends that may be paid on the stocks underlying the component indices. Second, as a holder of the securities, you will not be entitled to receive any dividend payments or other distributions on the stocks underlying the component indices, nor will you have voting rights or any other rights that holders of the stocks underlying the component indices may have. Even if the value of the Basket increases above the initial Basket value during the term of the securities, the market value of the securities may not increase by the same amount. It is also possible for the value of the Basket to increase while the market value of the securities declines.

The maturity payment amount for the securities will not be adjusted for any change in currency exchange rates

Although the common stocks underlying the component indices are traded in currencies other than U.S. dollars and the securities are denominated in U.S. dollars, the maturity payment amount will not be adjusted for any change in the currency exchange rate between other currencies and the U.S. dollar. Changes in exchange rates, however, may reflect changes in the economy that in turn may affect the maturity payment amount for the securities. The maturity payment amount will be based solely on the principal amount of the securities plus the percentage change in the level of the Index from the initial Index level to the final Index level, which may be negative.

Table of Contents

There may not be an active trading market for the securities

The securities will not be listed or displayed on any securities exchange or any electronic communications network. There can be no assurance that a liquid trading market will develop for the securities. The development of a trading market for the securities will depend on our financial performance and other factors such as the increase, if any, in the value of the Basket. Even if a secondary market for the securities develops, it may not provide significant liquidity and transaction costs in any secondary market could be high. As a result, the difference between bid and asked prices for your security in any secondary market could be substantial. If you sell your securities before maturity, you may have to do so at a discount from the initial public offering price, and, as a result, you may suffer substantial losses.

Wachovia Capital Markets, LLC and other broker-dealer affiliates of Wachovia currently intend to make a market for the securities, although they are not required to do so and may stop any such market-making activities at anytime. As market makers, trading of the securities may cause Wachovia Capital Markets, LLC or any other broker-dealer affiliates of Wachovia to have long or short positions in the securities. The supply and demand for the securities, including inventory positions of market makers, may affect the secondary market for the securities.

Many factors affect the market value of the securities

The market value of the securities will be affected by factors that interrelate in complex ways. It is important for you to understand that the effect of one factor may offset the increase in the market value of the securities caused by another factor and that the effect of one factor may compound the decrease in the market value of the securities caused by another factor. For example, a change in the volatility of the component indices may offset some or all of any increase in the market value of the securities attributable to another factor, such as an increase in the value of the Basket. In addition, a change in interest rates may offset other factors that would otherwise change the value of the Basket, and therefore, may change the market value of the securities. We expect that the market value of the securities will depend substantially on the then current value of the Basket and, in particular, the value of the Basket relative to the initial Basket value. If you choose to sell your securities when the value of the Basket exceeds the initial Basket value, you may receive substantially less than the amount that would be payable at maturity based on this value because of the expectation that the Basket value will continue to fluctuate until the final Basket value is determined. We believe that other factors that may also influence the value of the securities include:

The volatility (frequency and magnitude of changes in the level) of the component indices and, in particular, market expectations regarding the volatility of the component indices;

interest rates in the U.S. market and in the European and Asian markets;

exchange rates between the U.S. dollar and European and Asian currencies;

the dividend yields of the stocks underlying the component indices;

our creditworthiness, as represented by our credit ratings or as otherwise perceived in the market;

changes that affect the component indices, such as additions, deletions or substitutions;

the time remaining to maturity; and

geopolitical, economic, financial, political, regulatory or judicial events as well as other conditions may affect the stocks included in the component indices.

Table of Contents

An investment in the securities is subject to risks associated with non-U.S. securities markets in general and emerging markets in particular

The component stocks included in the component indices have been issued by foreign companies. An investment in securities linked to the value of foreign equity securities involves particular risks. Foreign securities markets may be more volatile than U.S. securities markets and market developments may affect foreign markets differently from U.S. securities markets. Direct or indirect government intervention to stabilize these foreign securities markets, as well as cross shareholdings in foreign companies, may affect trading prices and volumes in those markets.

Also, there is generally less publicly available information in the United States about foreign companies than there is about those U.S. companies that are subject to the reporting requirements of the U.S. Securities and Exchange Commission, and foreign companies may be subject to accounting, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies. Securities prices in foreign countries are subject to political, economic, financial and social factors that may be unique to the particular country. These factors, which could negatively affect the foreign securities markets, include the possibility of recent or future changes in the foreign government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other foreign laws or restrictions applicable to foreign companies or investments in foreign equity securities and the possibility of fluctuations in the rate of exchange between currencies. Moreover, certain aspects of a particular foreign economy may differ favorably or unfavorably from the U.S. economy in important respects such as growth of gross national product, rate of inflation, capital reinvestment, resources and self-sufficiency.

Wachovia and its affiliates have no affiliation with the component index sponsors and are not responsible for their public disclosure of information

Wachovia and its affiliates are not affiliated with the component index sponsors in any way (except for licensing arrangements discussed below under "The Basket") and have no ability to control or predict their actions, including any errors in or discontinuation of disclosure regarding their methods or policies relating to the calculation of the component indices. If the component index sponsors discontinue or suspend the calculation of a component index, it may become difficult to determine the market value of the securities or the maturity payment amount. The calculation agent may designate a successor index selected in its sole discretion. If the calculation agent determines in its sole discretion that no successor index comparable to the component index exists, the amount you receive at maturity will be determined by the calculation agent in its sole discretion. See "Specific Terms of the Securities Market Disruption Event" on page S-17 and "Specific Terms of the Securities Discontinuation of the Component Indices; Adjustments to the Component Indices" on page S-16. The component index sponsors are not involved in the offer of the securities in any way and have no obligation to consider your interest as an owner of securities in taking any actions that might affect the value of your securities.

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We have derived the information about the component index sponsors and the component indices in this pricing supplement from publicly available information, without independent verification. Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about the component indices or the component index sponsors contained in this pricing supplement.