WACHOVIA CORP NEW
Form 424B5
August 02, 2007

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Calculation of the Registration Fee

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
Medium-Term Notes	$21,593,000	$ 662.91

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

(2) Pursuant to Rule 457(p) under the Securities Act of 1933, filing fees of $412,996.28 have already been paid with respect to unsold securities that were previously registered pursuant to a Registration Statement on Form S-3 (No. 333-123311) filed by Wachovia Corporation on March 14, 2005, and have been carried forward, of which $662.91 is offset against the registration fee due for this offering and of which $412,333.38 remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

PRICING SUPPLEMENT
(To Prospectus dated March 5, 2007)

Filed Pursuant to Rule 424(B)(5)
Registration No. 333-141071

$21,593,000
Wachovia Corporation
Absolute Return Range Notes
Linked to the S&P 500® Index
due January 30, 2009
Offering 100% Principal Protection

Issuer:	Wachovia Corporation
Principal Amount:	Each note will have a principal amount of $1,000. Each note will be offered at an initial public offering price of $1,000.
Market Measure:	The S&P 500® Index, which we refer to as the Index.
Maturity Date:	January 30, 2009
Interest:	Wachovia will not pay you interest during the term of the notes.
Payment at Maturity:	On the maturity date, for each note you hold, you will receive a payment equal to the principal amount of $1,000 plus the absolute value of the Index performance amount, if any. The Index performance amount will equal $1,000 times the percentage change in the level of the Index, *unless* an out-of-range event occurs. *If an out-of-range event occurs, the Index performance amount will be zero.* An out-of-range event will occur if the level of the Index at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, is either above the upper barrier of, or below the lower barrier of, the absolute return range. The upper barrier of the absolute return range is 1,760.88 (121% of the initial Index level), and the lower barrier of the absolute return range is 1,149.66 (79% of the initial Index level). The valuation date is scheduled to be the fifth trading day prior to the maturity date.
Listing:	The notes will not be listed or displayed on any securities exchange or any electronic communications network.
Pricing Date:	July 31, 2007
Expected Settlement	August 3, 2007
Date: CUSIP Number:	929903DY5

For a detailed description of the terms of the notes, see Summary Information beginning on page S-1 and Specific Terms of the Notes beginning on page S-13.

Investing in the notes involves risks. See Risk Factors beginning on page S-8.

	Per Note	Total
Public Offering Price	100.00%	$21,593,000.00
Underwriting Discount and Commission	1.75%	$ 377,877.50
Proceeds to Wachovia Corporation	98.25%	$21,215,122.50

The notes solely represent senior, unsecured debt obligations of Wachovia and are not the obligation of, or guaranteed by, any other entity. The notes 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 notes 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 notes. 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 note 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 July 31, 2007.

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Pricing Supplement

Prospectus

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 notes, 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 notes 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 notes in any circumstances under which the offer or solicitation is unlawful.

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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 Absolute Return Range Notes Linked to the S&P 500® Index due January 30, 2009, which we refer to as the notes . You should carefully read this pricing supplement and the accompanying prospectus to fully understand the terms of the notes as well as the tax and other considerations that are important to you in making a decision about whether to invest in the notes. You should carefully review the sections entitled Risk Factors in this pricing supplement and the accompanying prospectus, which highlight certain risks associated with an investment in the notes, to determine whether an investment in the notes 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 Capit 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 notes?

The notes offered by this pricing supplement will be issued by Wachovia Corporation and will mature on January 30, 2009. The return on the notes will be linked to the performance of the Index. The notes will bear no interest and no other payments will be made until maturity.

As discussed in the accompanying prospectus, the notes 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 notes will rank equally with all other unsecured and unsubordinated debt of Wachovia Corporation. For more details, see Specific Terms of the Notes beginning on page S-13.

Each note will have a principal amount of $1,000. Each note will be offered at an initial public offering price of $1,000. You may transfer only whole notes. Wachovia Corporation will issue the notes 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 notes.

Are the notes principal protected?

The notes are fully principal protected and will pay 100% of the principal amount of your notes at maturity, subject to our ability to pay our obligations.

Will I receive interest on the notes?

You will not receive any periodic interest payments on the notes or any interest payment at maturity. The return on the notes at maturity, if any, in excess of the principal amount will depend on the performance of the Index as described in this pricing supplement.

What will I receive upon maturity of the notes?

The notes will mature on January 30, 2009. On the maturity date, for each note you hold, you will receive a payment equal to the principal amount of $1,000 plus the absolute value of the Index performance amount, if any.

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The Index performance amount will equal $1,000 times the percentage change in the level of the Index, unless an out-of-range event has occurred. *If* an *out-of-range event has occurred, the Index performance amount will be zero.*

An out-of-range event will occur if the level of the Index at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, is either (a) greater than the upper barrier of, or (b) less than the lower barrier of, the absolute return range.

The absolute return range is the range in the level of the Index bound by an upper barrier and a lower barrier.

The upper barrier of the absolute return range is 1,760.88 (121% of the initial Index level).

The lower barrier of the absolute return range is 1,149.66 (79% of the initial Index level).

The initial Index level is 1,455.27, the closing level of the Index on July 31, 2007.

The final Index level will be determined by the calculation agent and will be the closing level of the Index on the valuation date.

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

The closing level on any trading day will equal the official closing level of the Index or any successor index (as defined under Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index below) published by the 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 Index described under Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index below.

The level of the Index at any time during any trading day, other than the closing level, will be the latest level of the Index at that time reported by Bloomberg Financial Markets or a similar or successor source, as determined by the calculation agent.

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.

What does absolute value of the Index performance amount mean?

The term absolute value is used in mathematics to describe the distance of a number from zero, regardless whether that number is positive or negative. For example, the absolute value of both 3 and 3 is 3, because both are an equal distance from zero. As such, the absolute value of a number is never negative.

In the context of the notes, this means that, so long as an out-of-range event has not occurred, even if the Index performance amount as determined on the final valuation date is negative (i.e., if the final Index level is less than the initial Index level, but at or above the lower barrier of the absolute return range), the absolute value of the Index performance amount will be a positive amount and you will therefore receive a positive return on the notes. For example, if the final Index level is 10% lower than the initial Index level and an out-of-range event has not occurred, the absolute value of the Index performance amount will be $100 (i.e., the absolute value of $100, or $1,000 times a negative 10%).

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However, if an out-of-range event has occurred, the Index performance amount will be zero even if the final Index level is within the absolute return range on the final valuation date. In that case, you will only receive the principal amount for each note you hold.

Following are some hypothetical examples of the payout on the notes to illustrate the effect of measuring the absolute value of the Index performance amount under scenarios in which either an out-of-range event has or has not occurred.

Hypothetical Examples

Set forth below are four hypothetical examples of the calculation of the payment at maturity.

Initial Index level: 1,455.27

Barrier range: ±21%

Upper barrier: 1,760.88

Lower barrier: 1,149.66

Example 1 The hypothetical final Index level is 873.16, or 60% of the initial Index level.

Hypothetical final Index level: 873.16

Payment at maturity per note =

$1,000 + $0 = $1,000

Because the final Index level is below the lower barrier of the absolute return range, an out-of-range event has occurred, in which case the Index performance amount is zero. Consequently, the payment at maturity is equal to the principal amount per note of $1,000, regardless of the final Index level.

Example 2 The hypothetical final Index level is 1,673.56, or 115% of the initial Index level; however, during the term of the notes the level of the Index exceeded 1,760.88 (i.e., an out-of-range event has occurred).

Hypothetical final Index level: 1,673.56

Payment at maturity per note =

$1,000 + $0 = $1,000

Even though the final Index level is above the initial Index level but below the upper barrier of the absolute return range, because the level of the Index exceeded the upper barrier of 1,760.88 during the term of the notes, an out-of-range event has occurred, in which case the Index performance amount is zero. Consequently, the payment at maturity is equal to the principal amount per note of $1,000, regardless of the final Index level.

Example 3 The hypothetical final Index level is 1,207.87, or 83% of the initial Index level, the lowest level of the Index during the term of the notes is not less than 79% of the initial Index level, and the highest level of the Index during the term of the notes is not greater than 121% of the initial Index level.

Hypothetical final Index level: 1,207.87

Payment at maturity per note =

In this example, an out-of-range event has not occurred and, although the final Index level is less than the initial Index level and the Index performance amount is therefore negative ($170), the absolute value of the Index performance amount is positive ($170). Consequently, the payment at maturity is $1,170, representing a 17% return on the principal amount of your note.

Example 4 The hypothetical final Index level is 1,731.77, or 119% of the initial Index level, the highest level of the Index during the term of the notes is not greater than 121% of the initial Index level, and the lowest level of the Index during the term of the notes is not less than 79% of the initial Index level.

Hypothetical final Index level: 1,731.77.

Payment at maturity per note =

In this example, an out-of-range event has not occurred and, because the percentage change of the hypothetical final Index level from the initial Index level is 19% (and, by definition, the absolute value of that percentage change is 19%), the Index performance amount is $190. Consequently, the payment at maturity is $1,190, representing a 19% return on the principal amount of your note.

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Hypothetical Returns

The following table illustrates the payment at maturity (including, where relevant, the payment of the Index performance amount) per note for a range of hypothetical percentage changes in the level of the Index over the term of the notes from 21% to +21%.

The figures below are for purposes of illustration only. The actual payment at maturity and the resulting return will depend on the actual final Index level and whether or not an out-of-range event occurs, each determined by the calculation agent as described in this pricing supplement.

Change in Final Index Level	An out-of-range event *has not* occurred		An out-of-range event has occurred	
	Payment at Maturity	Return at Maturity *	Payment at Maturity	Return at Maturity *
-31.50%			$ 1,000.00	0.00%
-28.88			1,000.00	0.00
-26.25			1,000.00	0.00
-23.63			1,000.00	0.00
-21.00	$ 1,210.00	21.00%	1,000.00	0.00
-18.38	1,183.75	18.38	1,000.00	0.00
-15.75	1,157.50	15.75	1,000.00	0.00
-13.13	1,131.25	13.13	1,000.00	0.00
-10.50	1,105.00	10.50	1,000.00	0.00
-7.88	1,078.75	7.88	1,000.00	0.00
-5.25	1,052.50	5.25	1,000.00	0.00
-2.63	1,026.25	2.63	1,000.00	0.00
0.00	1,000.00	0.00	1,000.00	0.00
2.62	1,026.25	2.62	1,000.00	0.00
5.25	1,052.50	5.25	1,000.00	0.00
7.87	1,078.75	7.87	1,000.00	0.00
10.50	1,105.00	10.50	1,000.00	0.00
13.12	1,131.25	13.12	1,000.00	0.00
15.75	1,157.50	15.75	1,000.00	0.00
18.37	1,183.75	18.37	1,000.00	0.00
21.00	1,210.00	21.00	1,000.00	0.00
23.62			1,000.00	0.00
26.25			1,000.00	0.00
28.87			1,000.00	0.00
31.50			1,000.00	0.00

* The returns at maturity specified above are not annualized rates of return but rather simple returns over the term of the notes and, in the case of the

Index, do not
take into
account
dividends, if
any, paid on any
of the stocks
underlying the
Index or any
transaction fees
and expenses.

The following graph sets forth the payment at maturity for a range of final Index levels if both an out-of-range event has occurred and if an out-of-range event has not occurred.

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Return Profile of Absolute Return Range Notes vs. S&P 500® Index

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

We have designed the notes for investors who are willing to hold the notes until maturity; who seek to profit from movements in the S&P 500® Index regardless of direction, so long as the level of the Index remains within the absolute return range during the term of the notes (i.e., an out-of-range event does not occur); who are willing to forgo any participation in changes in the level of the Index if an out-of-range event has occurred; who are willing to forgo interest payments during the term of the notes; and who seek to protect their investment by receiving at least 100% of the principal amount of their investment at maturity.

The notes are not designed for, and may not be a suitable investment for, investors who are unable or unwilling to hold the notes to maturity, who seek the full upside appreciation in and downside exposure to the level of the S&P 500® Index, who require an investment that yields regular returns or who believe that the Index will be sufficiently volatile such that an out-of-range event is likely to occur. The notes also 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 notes prior to maturity?

The market value of the notes may fluctuate during the term of the notes. Several factors and their interrelationship will influence the market value of the notes, including the level of the Index, the time remaining to maturity of the notes, interest rates and the volatility of the Index. The notes are 100% principal protected if held to maturity. If you sell your notes before maturity, you may have to sell them at a discount and you will not have principal protection. Depending on the impact of these factors, you may receive less than

$1,000 per note from any sale of your notes before the maturity date of the notes and less than what you might receive if you were to hold the notes until maturity. For more details, see Risk Factors Many factors affect the market value of the notes on page S-9.

Who publishes the Index and what does the Index measure?

The Index is published by Standard & Poor s, a division of The McGraw-Hill Companies, Inc. (the Index Sponsor or Standard & Poor s or S&P), and is intended to provide an indication of the pattern of common stock price movement. Beginning on March 18, 2005 Standard & Poor s shifted from a market capitalization-weighted formula to a half float-adjusted formula, and as of September 16, 2005, Standard & Poor s shifted to a full float-adjusted formula, which affects each company s weight in the Index. The goal of this change was to reflect only those shares that are available to investors, not all of a company s outstanding shares.

The Index is determined, calculated and maintained by Standard & Poor s without regard to the notes.

You should be aware that an investment in the notes does not entitle you to any ownership interest in the stocks of the companies included in the Index. For a detailed discussion of the Index, see The S&P 500® Index beginning on page S-17.

How has the Index performed historically?

You can find a table with the high, low and closing levels of the Index during each calendar quarter from calendar year 2003 to the present in the section entitled The S&P 500® Index Historical Closing Levels of the Index in this pricing supplement, as well as a graph covering the same period. We obtained the historical information from Bloomberg Financial Markets without independent verification. You should not take the past performance of the Index as an indication of how the Index will perform in the future.

What about taxes?

The notes will be treated as debt instruments subject to special rules governing contingent payment debt obligations for United States federal income tax purposes. If you are a U.S. individual or taxable entity, you generally will be required to pay taxes on ordinary income from the notes over their term based on the comparable yield for the notes, even though you will not receive any payments from us until maturity. This comparable yield is determined solely to calculate the amount on which you will be taxed prior to maturity and is neither a prediction nor a guarantee of what the actual yield will be. In addition, any gain you may recognize on the sale or maturity of the notes will be taxed as ordinary interest income. If you are a secondary purchaser of the notes, the tax consequences to you may be different.

For further discussion, see Supplemental Tax Considerations beginning on page S-22.

Will the notes be listed on a stock exchange?

The notes 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 notes. Accordingly, if you sell your notes 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 notes in this pricing supplement.

Are there any risks associated with my investment?

Yes, an investment in the notes is subject to significant risks. We urge you to read the detailed explanation of risks in Risk Factors beginning on page S-8.

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.

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RISK FACTORS

An investment in the notes 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 notes are a riskier investment than ordinary debt securities. Also, your notes are not equivalent to investing directly in the common stocks underlying the Index to which your notes are linked. You should carefully consider whether the notes are suited to your particular circumstances.

The notes are intended to be held to maturity. Your principal is protected only if you hold your notes to maturity

You will receive at least 100% of the principal amount of your notes if you hold your notes to maturity, subject to our ability to pay our obligations. If you sell your notes in the secondary market before maturity, you will not receive principal protection on the notes you sell. You should be willing to hold your notes to maturity.

You will not receive interest payments on the notes

You will not receive any periodic interest payments on the notes or any interest payment at maturity. Your payment at maturity will depend on the absolute value of the percentage change in the level of the Index based on the final Index level relative to the initial Index level, subject to an out-of-range event occurring. At maturity you may not receive any return in excess of the principal amount of your notes.

You may not receive a return on your investment

You may receive a significantly lower payment at maturity than you would have received if you had invested in the Index, the component stocks underlying the Index or contracts related to the Index. If an out-of-range event occurs, that is, if the level of the Index equals or exceeds the upper barrier or equals or falls below the lower barrier at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, the Index performance amount will be zero and you will receive only the principal amount of $1,000 of your notes at maturity.

The barrier level will limit the return on your notes and may affect the payment at maturity

Your investment in the notes may not perform as well as an investment in a security with a return based solely on the performance of the Index. You will participate in the performance of the Index only if the Index remains within the absolute return range throughout the term of the notes. If an out-of-range event occurs, that is, if the level of the Index equals or exceeds the upper barrier of, or falls below the lower barrier of, the absolute return range at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, the return on the notes will not be determined by reference to the absolute value of the percentage change in the level of the Index, even though that amount may be substantial. Because the upper barrier is 121% of the initial Index level and the lower barrier is 79% of the initial Index level, the maximum return on the notes is limited to 121% of the principal amount.

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

The yield that you will receive on your notes, which could be zero, 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, no interest will be paid during the term of your notes.

Owning the notes is not the same as owning the common stocks underlying the Index, and your return on the notes, if any, generally will not reflect dividends on those stocks

Your return on the notes, if any, generally will not reflect dividends on the common stocks of the companies underlying the Index. Your return on the notes, if any, will not reflect the return you would realize if you actually owned the component stocks underlying the Index and received the dividends paid on those stocks. The Index is a price-return index, which means that the level of the Index reflects the prices of the component stocks as calculated in the Index without taking into consideration the value of dividends paid on those stocks. The return on your notes will not reflect the return you would realize if you actually owned and held the common stocks underlying the Index for a similar period because the payment at maturity will be determined based on the performance of the Index, which is a price-return index, and the return on the notes will not separately take into account the value of any dividends that may be paid on the common stocks underlying the Index. In addition, as a holder of the notes, you will not be entitled to receive any dividend payments or other distributions on the common stocks underlying the Index, nor will you have voting rights or any other rights that holders of the common stocks underlying the Index may have. Even if the level of the Index increases or decreases within the absolute return range during the term of the notes, the market value of the notes may not increase by the same amount. It is also possible for the level of the Index to increase or decrease within the absolute return range while the market value of the notes declines.

There may not be an active trading market for the notes

The notes 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 notes. The development of a trading market for the notes will depend on our financial performance and other factors such as the increase or decrease, if any, in the level of the Index. Even if a secondary market for the notes 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 the notes in any secondary market could be substantial. If you sell your notes 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 notes, although they are not required to do so and may stop any such market-making activities at any time. As market makers, trading of the notes may cause Wachovia Capital Markets, LLC or any other broker-dealer affiliates of Wachovia to have long or short positions in the notes. The supply and demand for the notes, including inventory positions of market makers, may affect the secondary market for the notes.

Many factors affect the market value of the notes

The market value of the notes 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 notes caused by another factor and that the effect of one factor may compound the decrease in the market value of the notes caused by another factor. We expect that the market value of the notes will depend substantially on the level of the Index at any time during the term of the notes relative to the initial Index level and the upper and lower barriers. If you choose to sell your notes when the level of the Index has changed and an out-of-range event has not occurred, you may receive substantially less than the amount that would be payable at maturity based on this level because of the expectation that the level of the Index will continue to fluctuate until the final Index level is determined and the risk that an out-of-range event will occur. In addition, we believe that other factors that may influence the value of the notes include:

- The volatility (frequency and magnitude of changes in the level) of the Index and, in particular, market expectations regarding the volatility of the Index;
- interest rates in the U.S. markets;
- our creditworthiness, as represented by our credit ratings or as otherwise perceived in the market;
- changes that affect the Index, 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 common stocks included in the Index.

In particular, you should understand that, in general, the more volatile the Index is expected to be, the more likely that an out-of range event is expected to occur. You should also understand that:

the determination whether an out-of-range event has occurred may be made at any time during the principal trading session on any trading day from the first trading day following the pricing date to and including the valuation date; and

in general, the volatility of the Index as measured on an intra-day basis is greater than the volatility of the Index as measured on a day-to-day basis (i.e., from the closing level of the Index on one trading day to the closing level of the Index on the next reading day).

Consequently, there is a greater expectation that an out-of-range event will occur in respect of the notes that there would be if an out-of-range event were determined solely based on the closing level of the Index on any trading day.

Wachovia and its affiliates have no affiliation with the Index Sponsor and are not responsible for its public disclosure of information

Wachovia and its affiliates are not affiliated with the Index Sponsor in any way (except for licensing arrangements discussed below under The S&P 500® Index) and have no ability to control or predict its actions, including any errors in or discontinuation of disclosure regarding its methods or policies relating to the calculation of the Index. If the Index Sponsor discontinues or suspends the calculation of the Index, it may become difficult to determine the market value of the notes 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 Index exists, the amount you receive at maturity will be determined by the calculation agent in its sole discretion. See Specific Terms of the Notes Market Disruption Event on page S-15 and Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index on page S-14. The Index Sponsor is not involved in the offer of the notes in any way and has no obligation to consider your interest as an owner of notes in taking any actions that might affect the value of your notes.

Each note is an unsecured debt obligation of Wachovia only and is not an obligation of the Index Sponsor. None of the money you pay for your notes will go to the Index Sponsor. Since the Index Sponsor is not involved in the offering of the notes in any way, it has no obligation to consider your interest as an owner of notes in taking any actions that might affect the value of your notes. The Index Sponsor may take actions that will adversely affect the market value of the notes.

We have derived the information about the Index Sponsor and the Index 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 Index or the Index Sponsor contained in this pricing supplement. You, as an investor in the notes, should make your own investigation into the Index and the Index Sponsor.

Historical levels of the Index should not be taken as an indication of the future levels of the Index during the term of the notes

The trading prices of the common stocks underlying the Index will determine the Index level at any given time. As a result, it is impossible to predict whether the level of the Index will rise or fall and by how much. Trading prices of the common stocks underlying the Index will be influenced by complex and interrelated political, economic, financial and other factors that can affect the issuers of the common stocks underlying the Index.

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Purchases and sales by us and our affiliates may affect the return on the notes

As described below under Use of Proceeds and Hedging on page S-27, we or one or more of our affiliates may hedge our obligations under the notes by purchasing the common stocks underlying the Index, futures or options on the common stocks underlying the Index or other derivative instruments with returns linked or related to changes in the market price of the common stocks underlying the Index, and we may adjust these hedges by, among other things, purchasing or selling the common stocks underlying the Index, futures, options or other derivative instruments with returns linked to the common stocks underlying the Index at any time. Although they are not expected to, any of these hedging activities may adversely affect the market price of the common stocks underlying the Index and, therefore, the market value of the notes. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the notes declines.

The inclusion of commissions and projected profits from hedging in the initial public offering price is likely to adversely affect secondary market prices

Assuming no change in market conditions or any other relevant factors, the price, if any, at which Wachovia is willing to purchase the notes in secondary market transactions will likely be lower than the initial public offering price, since the initial public offering price included, and secondary market prices are likely to exclude, commissions paid with respect to the notes, as well as the projected profit included in the cost of hedging our obligations under the notes. In addition, any such prices may differ from values determined by pricing models used by Wachovia, as a result of dealer discounts, mark-ups or other transactions.

The calculation agent may postpone the valuation date and, therefore, the determination of the final Index level and the maturity date if a market disruption event occurs on the valuation date

The valuation date and, therefore, the determination of the final Index level may be postponed if the calculation agent determines that a market disruption event has occurred or is continuing on the valuation date. If a postponement occurs, the calculation agent will use the closing level of the Index on the next succeeding trading day on which no market disruption event occurs or is continuing. As a result, the maturity date for the notes would also be postponed. You will not be entitled to any compensation from us or the calculation agent for any loss suffered as a result of the occurrence of a market disruption event, any resulting delay in payment or any change in the level of the Index resulting from the postponement of the valuation date. See Specific Terms of the Notes Market Disruption Event beginning on page S-15.

Potential conflicts of interest could arise

Our subsidiary, Wachovia Securities, is our agent for the purposes of calculating whether an out-of-range event has occurred, the final Index level, and the redemption amount. Under certain circumstances, Wachovia Securities role as our subsidiary and its responsibilities as calculation agent for the notes could give rise to conflicts of interest. These conflicts could occur, for instance, in connection with its determination as to whether the final Index level can be calculated on a particular trading day. See the section entitled Specific Terms of the Notes Market Disruption Event beginning on page S-15. Wachovia Securities is required to carry out its duties as calculation agent in good faith and using its reasonable judgment.

Wachovia or its affiliates may presently or from time to time engage in business with the issuers of the common stocks underlying the Index. This business may include extending loans to, or making equity investments in, the issuers of the common stocks underlying the Index or providing advisory services to the these issuers, including merger and acquisition advisory services. In the course of business, Wachovia or its affiliates may acquire non-public information relating to the issuers of the common stocks underlying the Index and, in addition, one or more affiliates of Wachovia may publish research reports about the issuers of the common stocks underlying the Index. Wachovia does not make any representation to any purchasers of the notes regarding any matters whatsoever relating to the issuers of the common stocks underlying the Index. Any prospective purchaser of the notes should undertake an independent investigation of the issuers of the common stocks underlying the Index as in its judgment is appropriate to make an informed decision regarding an investment in the notes.

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U.S. taxpayers will be required to pay taxes on the notes each year

The notes will be treated as debt instruments subject to special rules governing contingent payment debt obligations for United States federal income tax purposes. If you are a U.S. individual or taxable entity, you generally will be required to pay taxes on ordinary income over the term of the notes based on the comparable yield for the notes, even though you will not receive any payments from us until maturity. This comparable yield is determined solely to calculate the amounts you will be taxed on prior to maturity and is neither a prediction nor a guarantee of what the actual yield will be. Any gain you may recognize on the sale or maturity of the notes will be ordinary interest income. Any loss you may recognize upon the sale of the notes will be ordinary loss to the extent of the interest you included as income in the current or previous taxable years in respect of the notes, and thereafter will be capital loss. If you hold your notes until maturity and the maturity payment is less than the projected payment at maturity, the difference will first reduce interest that would otherwise accrue in respect of the notes in such taxable year, and any remainder will be ordinary loss to the extent of the interest you previously accrued as income in respect of the notes, and thereafter will be capital loss. If you are a secondary purchaser of the notes, the tax consequences to you may be different. You should consult your tax advisor about your own tax situation.

For further discussion, see Supplemental Tax Considerations beginning on page S-22.

Certain considerations for insurance companies and employee benefit plans

A fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call ERISA , or the Internal Revenue Code of 1986, as amended, and that is considering purchasing the notes with the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the notes could become a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar prohibition. These prohibitions are discussed in further detail under Employee Retirement Income Security Act beginning on page S-25.

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SPECIFIC TERMS OF THE NOTES

Please note that in this section entitled Specific Terms of the Notes , references to holders mean those who own notes registered in their own names, on the books that we or the trustee maintain for this purpose, and not indirect holders who own beneficial interests in notes registered in street name or in notes issued in book- entry form through The Depository Trust Company. Please review the special considerations that apply to indirect holders in the accompanying prospectus, under Legal Ownership .

The notes are part of a series of debt securities, entitled Medium-Term Notes, Series G , that we may issue under the indenture from time to time as described in the accompanying prospectus. The notes are also Indexed Securities and Senior Notes , each as described in the accompanying prospectus.

This pricing supplement summarizes specific financial and other terms that apply to the notes. Terms that apply generally to all Medium-Term Notes, Series G, are described in Description of the Notes We May Offer in the accompanying prospectus. The terms described here supplement those described in the accompanying prospectus and, if the terms described there are inconsistent with those described here, the terms described here are controlling.

We describe the terms of the notes in more detail below.

No Interest

There will be no interest payments, periodic or otherwise, on the notes.

Denominations

Wachovia will issue the notes in principal amount of $1,000 per note and integral multiples thereof.

Offering Price

Each note will be offered at an initial public offering price equal to $1,000.

Payment at Maturity

On the maturity date, for each note you hold, you will receive a payment equal to the principal amount of $1,000 plus the absolute value of the Index performance amount, if any.

The Index performance amount will equal $1,000 times the percentage change in the level of the Index, unless an out-of-range event has occurred. *If* an *out-of-range event has occurred, the Index performance amount will be zero.*

An out-of-range event will occur if the level of the Index at any time on any trading day, from the first trading day following the pricing date to and including the valuation date, is either (a) greater than the upper barrier of, or (b) less than the lower barrier of, the absolute return range.

The absolute return range is the range in the level of the Index bound by an upper barrier and a lower barrier.

The upper barrier of the absolute return range is 1,760.88 (121% of the initial Index level).

The lower barrier of the absolute return range is 1,149.66 (79% of the initial Index level).

The initial Index level is 1,455.27, the closing level of the Index on July 31, 2007.

The final Index level will be determined by the calculation agent and will be the closing level of the Index on the valuation date.

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

The closing level on any trading day will equal the official closing level of the Index or any successor index (as defined under Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index below) published by the 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 Index described under Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index below.

The level of the Index at any time during any trading day, other than the closing level, will be the latest level of the Index at that time reported by Bloomberg Financial Markets or a similar or successor source, as determined by the calculation agent.

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.

A business day means a Monday, Tuesday, Wednesday, Thursday or Friday that is not a day on which banking institutions in The City of New York generally are authorized or obligated by law, regulation or executive order to close.

If any payment is due on the notes on a day which is not a day on which commercial banks settle payments in New York City, then that payment may be made on the next day that is a day on which commercial banks settle payments in New York City, in the same amount and with the same effect as if paid on the original due date.

Wachovia Securities, our subsidiary, will serve as the calculation agent. All determinations made by the calculation agent will be at the sole discretion of the calculation agent and, absent a determination of a manifest error, will be conclusive for all purposes and binding on Wachovia and the holders and beneficial owners of the notes. Wachovia may at any time change the calculation agent without notice to holders of notes.

U.S. Bank National Association will serve as the U.S. registrar and domestic paying agent.

Discontinuation of the Index; Adjustments to the Index

If the Index Sponsor discontinues publication of the Index and the Index Sponsor or another entity publishes a successor or substitute Index that the calculation agent determines, in its sole discretion, to be comparable to the Index (a successor index), then, upon the calculation agent s notification of any determination to the trustee and Wachovia, the calculation agent will substitute the successor index as calculated by the Index Sponsor or any other entity for the Index and calculate the final Index level as described above under Payment at Maturity . Upon any selection by the calculation agent of a successor index, Wachovia will cause notice to be given to holders of the notes.

If the Index Sponsor discontinues publication of the Index and:

the calculation agent does not select a successor index, or

the successor index is no longer published on any of the relevant trading days, the calculation agent will compute a substitute level for the Index in accordance with the procedures last used to calculate the level of the Index before any discontinuation but using only those notes that composed the Index prior to such discontinuation. If a successor index is selected or the calculation agent calculates a level as a substitute for the Index as described below, the successor index or level will be used as a substitute for the Index for all purposes going forward, including for purposes of determining whether a market disruption event exists, even if the Index Sponsor elects to begin republishing the Index, unless the calculation agent in its sole discretion decides to use the republished Index.

If the Index Sponsor discontinues publication of the Index before the valuation date and the calculation agent determines that no successor index is available at that time, then on each trading day until the earlier to occur of:

- the determination of the final Index level, or

- a determination by the calculation agent that a successor index is available,

the calculation agent will determine the level that would be used in computing the payment at maturity as described in the preceding paragraph as if that day were a trading day. The calculation agent will cause notice of each level to be published not less often than once each month in *The Wall Street Journal* or another newspaper of general circulation, and arrange for information with respect to these levels to be made available by telephone.

Notwithstanding these alternative arrangements, discontinuation of the publication of the Index would be expected to adversely affect the value and liquidity of and trading in the notes.

If at any time the method of calculating the level of the Index or the level of the successor index, changes in any material respect, or if the Index or successor index is in any other way modified so that the Index or successor index does not, in the opinion of the calculation agent, fairly represent the level of the Index had those changes or modifications not been made, then, from and after that time, the calculation agent will, at the close of business in New York City, New York, on each date that the closing level of the Index is to be calculated, make any adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a calculation of a level of a stock index comparable to the Index or such successor index, as the case may be, as if those changes or modifications had not been made, and calculate the closing level with reference to the Index or such successor index, as so adjusted. Accordingly, if the method of calculating the Index or a successor index is modified and has a dilutive or concentrative effect on the level of such index e.g., due to a split, then the calculation agent will adjust such index in order to arrive at a level of such index as if it had not been modified, e.g., as if a split had not occurred.

Neither the calculation agent nor Wachovia will have any responsibility for good faith errors or omissions in calculating or disseminating information regarding the Index or any successor index or as to modifications, adjustments or calculations by the Index Sponsor or any successor index sponsor in order to arrive at the level of the Index or any successor index.

Market Disruption Event

A market disruption event, as determined by the calculation agent in its sole discretion, means a relevant exchange or any related exchange fails to open for trading during its regular trading session or the occurrence or existence of any of the following events:

- a trading disruption, if the calculation agent determines it is material, at any time during the one hour period that ends at the close of trading for a relevant exchange or related exchange; or

- an exchange disruption, if the calculation agent determines it is material, at any time during the one hour period that ends at the close of trading for a relevant exchange or related exchange; or

- an early closure.

For the purposes of determining whether a market disruption event exists at any time, if a market disruption event occurs in respect of a security included in the Index at any time, then the relevant percentage contribution of that security to the level of the Index will be based on a comparison of (i) the portion of the level of the Index attributable to that security and (ii) the overall level of the Index, in each case immediately before the occurrence of such market disruption event.

A trading disruption means any suspension of or limitation imposed on trading by the relevant exchange or related exchange or otherwise, whether by reason of movements in price exceeding limits permitted by the relevant exchange or related exchange or otherwise, (i) relating to notes that compose 20 percent or more of the level of the Index or (ii) in options contracts or futures contracts relating to the Index on any relevant related exchange.

An exchange disruption means any event (other than a scheduled early closure) that disrupts or impairs (as determined by the calculation agent in its sole discretion) the ability of market participants in general to (i) effect transactions in or obtain market values on any relevant exchange or related exchange in notes that compose 20 percent or more of the level of the Index or (ii) effect transactions in options contracts or futures contracts relating to the Index on any relevant related exchange.

An early closure means the closure on any exchange business day of any relevant exchange relating to notes that compose 20 percent or more of the level of the Index or any related exchange prior to its normally scheduled closing time unless such earlier closing time is announced by such exchange or related exchange at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such exchange or related exchange on such exchange business day and (ii) the submission deadline for orders to be entered into the relevant exchange system for execution at the close of trading on such exchange business day.

An exchange means the primary organized exchange or quotation system for trading any notes included in the Index and any successor to any such exchange or quotation system or any substitute exchange or quotation system to which trading in any notes underlying the Index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the notes underlying the Index on such substitute exchange or quotation system as on the original exchange).

An exchange business day means any trading day on which each exchange and related exchange is open for business during its regular trading session, notwithstanding any such exchange or related exchange closing prior to its scheduled weekday closing time, without regard to after hours or other trading outside its regular trading session hours.

A related exchange means each exchange or quotation system on which futures or options contracts relating to the Index are traded, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in the futures or options contracts relating to such Index has temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the futures or options contracts relating to such Index on such temporary substitute exchange or quotation system as on the original related exchange).

Events of Default and Acceleration

In case an event of default with respect to any notes has occurred and is continuing, the amount payable to a beneficial owner of a note upon any acceleration permitted by the notes, with respect to each $1,000 principal amount of each note, will be equal to the maturity payment amount, calculated as though the date of early repayment were the maturity date of the notes. If a bankruptcy proceeding is commenced in respect of Wachovia, the claim of the beneficial owner of a note may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the principal amount of the note plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding were the maturity date of the notes.

In case of default in payment of the notes, whether at their maturity or upon acceleration, the notes will not bear a default interest rate.

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THE S&P 500® INDEX

We have obtained all information regarding the S&P 500® Index (the Index) contained in this pricing supplement, including its make-up, method of calculation and changes in its components, from publicly available information. That information reflects the policies of, and is subject to change by, Standard & Poor s, a division of The McGraw-Hill Companies, Inc. Standard & Poor s has no obligation to continue to publish, and may discontinue publication of, the S&P 500. We do not assume any responsibility for the accuracy or completeness of such information. Standard & Poor® s, S&P 500®, Standard & Poor s 500 and 500 are trademarks of The McGraw-Hill Companies, Inc. and have been licensed by WBNA, its subsidiaries and affiliates.

The Index is determined, comprised and calculated by Standard & Poor s without regard to the notes. The Index is intended to indicate the pattern of common stock price movement, focusing on the large capitalization sector of the market. Beginning on March 18, 2005, Standard & Poor s shifted from a market capitalization-weighted formula to a half float-adjusted formula, and as of September 16, 2005, Standard & Poor s shifted to a full float-adjusted formula, as described in further detail below. With a float-adjusted index, the share counts used in calculating the Index will reflect only those shares that are available to investors, not all of a company s outstanding shares. Float adjustment excludes shares that are closely held by other publicly traded companies, control groups or government agencies. Moreover, treasury stock, stock options, restricted shares, equity participation units, warrants, preferred stock, convertible stock, and rights are not part of the float.

As of June 29, 2007, 424 companies or 85.5% of the Index traded on the New York Stock Exchange and 76 companies or 14.5% of the Index traded on The Nasdaq Stock Market. As of June 29, 2007, the aggregate market value of the 500 companies included in the Index represented approximately 73% of the aggregate market value of stocks included in the Standard & Poor s Stock Guide Database of domestic common stocks traded in the United States, excluding American depositary receipts and shares of real estate investment trusts, limited partnerships and mutual funds. Standard & Poor s chooses companies for inclusion in the Index with the aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the New York Stock Exchange, which Standard & Poor s uses as an assumed model for the composition of the total market. Relevant criteria employed by Standard & Poor s include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the market price of that company s common stock is generally responsive to changes in the affairs of the respective industry and the market value and trading activity of the common stock of that company. Ten main groups of companies compose the Index with the number of companies as of June 29, 2007 included in each group indicated in parentheses: consumer discretionary (89), consumer staples (39), energy (32), financials (90), health care (53), industrials (53), information technology (75), materials (28), telecommunication services (9) and utilities (32). Standard & Poor s may from time to time, in its sole discretion, add companies to, or delete companies from, the Index to achieve the objectives stated above.

The level of the Index at any time does not reflect the payment of dividends on the stocks included in the Index (each, an Index component stock). Because of this factor, the return on the notes will not be the same as the return you would receive if you were to purchase these stocks and hold them for a period equal to the term of the offered notes.

Computation of the Index

Standard & Poor s currently uses a full float-adjusted formula to compute the Index as of a particular time. Specifically, the float-adjusted Index is equal to the quotient of (i) the sum of the products of (x) the price of each Index component stock, (y) the total shares outstanding of each Index component stock and (z) the investable weight factor, and (ii) the index divisor. The investable weight factor equals the quotient of the available float shares of an Index component stock and the total shares outstanding of that Index component stock. In turn, the available float shares equals the total shares outstanding less shares that are closely held by other publicly traded companies, control groups or government agencies, where the shares held by the individuals in those aforementioned groups exceeds 10% of the outstanding shares. No assurance can be given that Standard & Poor s will not modify or change this methodology in a manner that may affect the payment amount for the notes upon maturity.

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To prevent the level of the Index from changing due to corporate actions, all corporate actions which affect the total market value of the Index, which is defined as the sum of the products of the market price for each Index component stock and the number of outstanding shares of that Index component stock, require an adjustment to the index divisor. All index divisor adjustments are made after the closing of trading and after the calculation of the closing level of the Index. Some corporate actions, like stock splits and stock dividends, require simple changes in the common shares outstanding and the stock prices of the companies in the Index and do not require adjustments to the index divisor.

The table below summarizes the types of corporate actions that require maintenance adjustments and indicates whether an adjustment to the index divisor is necessary.

Type of Corporate Action	Adjustment Factor	Divisor Adjustment Required
Stock Split (e.g., 2-for-1)	shares outstanding multiplied by 2; stock price divided by 2	No
Share Issuance (i.e., change = 5%)		