

WACHOVIA CORP NEW
Form 424B5
March 29, 2007
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The information in this preliminary pricing supplement is not complete and may be changed.

SUBJECT TO COMPLETION, DATED MARCH 28, 2007

PRICING SUPPLEMENT
(To Prospectus dated March 5, 2007)

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

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Wachovia Corporation
90% Principal Protected Notes
Redeemable at Maturity for Cash
Linked to the Performance
of a Basket of Three Indices
due April 15, 2011

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. The notes are 90% principal protected.
Maturity Date:	April 15, 2011
Interest:	Wachovia will not pay you interest during the term of the notes.
Market Measure:	The return on the notes is linked to the performance of a basket of initially equally-weighted indices as follows: the Dow Jones Industrial Average SM , the Nikkei 225 [®] Index, and the Dow Jones EURO STOXX SM 50 Index. We refer to the basket of indices at their respective weightings as the Basket .
Payment at Maturity:	At maturity, for each note 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 note <i>plus</i> an amount equal to 119% of the Basket performance amount. 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 note <i>plus</i> an amount equal to the Basket performance amount, subject to a minimum payment at maturity of 90% of the principal amount, or \$900. The Basket performance amount will equal the principal amount of each note <i>multiplied</i> by the percentage change in the value of the Basket over the term of the notes. <i>If the final Basket value is less than the initial Basket value, the Basket performance amount will be negative and you will lose some of your principal, subject to the minimum payment at maturity.</i>

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Listing: The notes will not be listed or displayed on any securities exchange, the Nasdaq Global Market or any electronic communications network.

Pricing Date: •, 2007

Expected Settlement Date: •, 2007

CUSIP Number: •

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		
Underwriting Discount and Commission		
Proceeds to Wachovia Corporation		

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 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 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 •, 2007.

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Unless otherwise indicated, you may rely on the information contained in this pricing supplement and the accompanying prospectus. Neither we nor the underwriter have 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.

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 Principal Protected Notes Redeemable at Maturity for Cash Linked to the Performance of a Basket of Three Indices due April 15, 2011, 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, the indices to which the performance of the notes is linked, and 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 section Risk Factors in this pricing supplement and the accompanying prospectus, which highlights 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 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. Unless otherwise mentioned or unless the context requires otherwise, all references to WBNA mean Wachovia Bank, National Association.

What are the notes?

The notes offered by this pricing supplement will be issued by Wachovia Corporation and will mature on April 15, 2011. The return on the notes will be linked to the performance of a basket of three 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 notes 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-third (33.333%) of the Basket. The exchange ratio of each component index is fixed and will not change during the term of the notes except under the extraordinary circumstances described in this pricing supplement. The component indices and their respective Bloomberg symbols are set forth below:

Dow Jones Industrial AverageSM (INDU)

Nikkei 225[®] Index (NKY)

Dow Jones EURO STOXXSM 50 Index (SX5E)

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.

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

The notes are not fully principal protected; however, the notes guarantee a return of at least 90% of the principal amount of the notes at maturity. *If the final Basket value is less than the initial Basket value, the Basket performance amount will be negative and you will lose some of your principal, subject to the minimum payment at maturity.*

What will I receive upon maturity of the notes?

At maturity, for each note 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 note *plus* an amount equal to 119% of the Basket performance amount. 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 note *plus* an amount equal to the Basket performance amount, subject to a minimum payment at maturity of 90% of the principal amount, or \$900. *If the final Basket value is less than the initial Basket value, the Basket performance amount will be negative and you will lose some of your principal, subject to the minimum payment at maturity.*

The initial Basket value is \$1,000.

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 performance amount will be determined by the calculation agent on the valuation date and will equal the product of (i) the principal amount of the note and (ii) the final Basket value *minus* the initial 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 trading day immediately following 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 ,		Percentage of	Initial Dollar Value
		2007		Initial Basket	
				Weight	
Dow Jones Industrial Average SM	•	•		33.333%	\$ 333.33
Nikkei 225 [®] Index	•	•		33.333%	\$ 333.33
Dow Jones EURO STOXX SM 50 Index	•	•		33.333%	\$ 333.33
<i>Total</i>				<i>100.000%</i>	<i>\$ 1,000.00</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 1/3, or 33.333%, times \$1,000, the principal amount per note. The exchange ratio for each component index will remain constant for the term of the notes.

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 or is not a trading 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 or is not a trading day, that date will nevertheless be the valuation date with

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respect to that component index. *If the valuation date with respect to a component index is postponed, then the maturity date of the notes 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 Notes 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 Notes 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, you will lose some of your principal, subject to the minimum payment at maturity.

Hypothetical Examples

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

Initial Basket value: \$1,000.00

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 note *plus* an amount equal to the Basket performance amount, subject to the minimum payment at maturity:

Hypothetical final Basket value: \$500.00

Basket performance amount:

$$= \$1,000 \times \left(\frac{\$500.00 - \$1,000.00}{\$1,000.00} \right) = -\$500.00$$

Maturity payment amount (per note): = \$1,000 - \$500.00 = \$500.00

subject to a minimum payment at maturity of \$900.

Since the hypothetical final Basket value is less than the initial Basket value, you would lose some of your principal based on the percentage change in the value of the Basket, subject to the minimum payment at maturity. Note that when the hypothetical final Basket value is less than the initial Basket value, the Basket performance amount is negative so that, when the maturity payment amount is calculated, the return on the notes is less than the principal amount of the notes. Although the hypothetical final Basket value has declined by 50%, your total cash payment at maturity would be \$900.00 per note, representing a 10.00% total loss of the principal amount of your notes.

Example 2

The hypothetical final Basket value is 105% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the note *plus* an amount equal to 119% of the Basket performance amount:

Hypothetical final Basket value: \$1,050.00

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Basket performance amount:

$$= \$1,000 \times \left(\frac{\$1,050.00 - \$1,000.00}{\$1,000.00} \right) = \$50.00$$

Maturity payment amount (per note):

$$= \$1,000.00 + \left(\$50.00 \times 119\% \right)$$

$$= \$1,000 + \$59.50 = \$1,059.50$$

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 note. Although the hypothetical final Basket value has increased by 5%, your total cash payment at maturity would be \$1,059.50 per note, representing a 5.95% return above the principal amount of your notes.

Example 3

The hypothetical final Basket value is 150% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the note *plus* an amount equal to 119% of the Basket performance amount:

Hypothetical final Basket value: \$1,500.00

Basket performance amount:

$$= \$1,000 \times \left(\frac{\$1,500.00 - \$1,000.00}{\$1,000.00} \right) = \$500.00$$

Maturity payment amount (per note):

$$= \$1,000.00 + \left(\$500.00 \times 119\% \right)$$

$$= \$1,000 + \$595.00 = \$1,595.00$$

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 note. Although the hypothetical final Basket value has increased by 50%, your total cash payment at maturity would be \$1,595.00 per note, representing a 59.50% return above the principal amount of your notes.

Example 4

The hypothetical final Basket value is 95% of the initial Basket value, in which case the maturity payment amount is equal to the principal amount of the note *plus* an amount equal to the Basket performance amount:

Hypothetical final Basket value: \$950.00

Basket performance amount:

$$= \$1,000 \times \left(\frac{\$950.00 - \$1,000.00}{\$1,000.00} \right) = -\$50.00$$

Maturity payment amount (per note):

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= \$1,000 - \$50.00 = \$950.00

Since the hypothetical final Basket value is *less* than the initial Basket value, you would lose some of your principal based on the percentage change of your Basket. Note that when the hypothetical final Basket value is *less* than the initial Basket value, the Basket performance amount is negative so that, when the maturity payment amount is calculated, the return on the notes is *less* than the principal amount of the notes. Your total cash payment at maturity would be \$950.00 per note, representing a 5.00% total loss on the principal amount of your notes.

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 notes as well as the hypothetical percentage return on the notes.

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 percentage change in value of the Basket (1)	Hypothetical participation rate	Hypothetical maturity payment amount per note (3)
\$ 700.00	-30.00%	100%	\$ 900.00
750.00	-25.00	100	900.00
800.00	-20.00	100	900.00
850.00	-15.00	100	900.00
900.00	-10.00	100	900.00
950.00	-5.00	100	950.00
1,000.00 (2)	0.00	100	1,000.00
1,050.00	5.00	119	1,059.50
1,100.00	10.00	119	1,119.00
1,150.00	15.00	119	1,178.50
1,200.00	20.00	119	1,238.00
1,250.00	25.00	119	1,297.50
1,300.00	30.00	119	1,357.00

(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 notes.

(2) This is also the initial Basket value.

(3) The maturity payment amount per note is subject to the minimum payment at maturity of 90% of the principal amount, or \$900.

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

We have designed the notes for investors who are willing to hold their notes 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 notes at a rate equal to 119%. The notes are designed for investors who are also willing to make an investment that is exposed to the downside performance risk of the Basket, subject to the minimum payment at maturity of 90% of the principal amount per note, or \$900.

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 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

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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 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 Basket, dividend yields of the stocks underlying the component indices, the time remaining to maturity of the notes, 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 \$1,000 per note from any sale of your notes before the maturity date of the notes and less than what you would have received had you held the notes until maturity. For more details, see **Risk Factors**. Many factors affect the market value of the notes.

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

The Dow Jones Industrial AverageSM is an index of 30 blue-chip U.S. stocks. The editors of *The Wall Street Journal* select the components of the industrial average. While there are no rules for component selection, a stock typically is added only if it has an excellent reputation, demonstrates sustained growth, is of interest to a large number of investors and accurately represents the sector(s) covered by the average. The Dow Jones Industrial AverageSM serves as a measure of the entire U.S. market, covering such diverse industries as financial services, technology, retail, entertainment and consumer goods.

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 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 December 29, 2006, the seven countries that are represented in the EURO STOXXSM 50 Index account for the following approximate percentages: France, 34.2%; Germany, 24.0%; Spain, 13.9%; The Netherlands, 12.3%; Italy, 11.9%; Finland, 3.0%; and Ireland, 1.0%.

The Dow Jones Industrial AverageSM, Nikkei 225[®] Index, and the Dow Jones EURO STOXXSM 50 Index are determined, calculated and maintained by Dow Jones & Company, Inc., Nikkei, Inc., and STOXX Limited, respectively (each, a component index sponsor and collectively the component index sponsors), without regard to the notes. The component index sponsors are not involved in the offer of the notes and have no obligation to consider your interests as a holder of 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 component indices. For a detailed discussion of the component indices, see **The Basket** beginning on page S-18.

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 2003 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 values of the Basket, during each calendar quarter from 2003 to the present in the section entitled **The Basket** beginning on page S-25. 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.

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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 a further discussion, see **Supplemental Tax Considerations** beginning on page S-27.

Will the notes be listed on a stock exchange?

The notes will not be listed or displayed on any notes exchange, the Nasdaq Global Market 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, 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-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 Notes 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 component common stocks, i.e., the common stocks underlying the Component Indices to which your notes are linked. You should carefully consider whether the notes 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 notes at maturity. The payment at maturity on the notes 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 notes. 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 note, subject to the minimum payment at maturity. 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 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 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 notes, 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 notes do not guarantee the return of a principal amount at maturity. In addition, no interest will be paid during the term of your notes.

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

The return on your notes 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 three initially equally-weighted price-return indices, the return on the notes 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 notes, 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 notes, the market value of the notes 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 notes declines.

There may not be an active trading market for the notes

The notes will not be listed or displayed on any notes exchange, the Nasdaq Global Market 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, if any, in the value of the Basket. 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 your note 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.

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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 anytime. 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. 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 notes 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 notes. We expect that the market value of the notes 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 notes 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 notes 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 Japanese markets;

exchange rates between the U.S. dollar, the Japanese yen and the euro;

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.

An investment in the notes is subject to risks associated with non-U.S. securities markets

The component stocks included in two of the component indices have been issued by foreign companies. An investment in notes 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.

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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

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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. You will also be exposed to currency exchange rate risks as described above.

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 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 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 Notes - Market Disruption Event" on page S-16 and "Specific Terms of the Notes - Discontinuation of the Component Indices; Adjustments to the Component Indices" on page S-15. The component index sponsors are not involved in the offer of the notes in any way and have 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 component index sponsors. None of the money you pay for your notes will go to the component index sponsors. Since the component index sponsors are not involved in the offering of the notes in any way, they have no obligation to consider your interest as an owner of notes in taking any actions that might affect the value of your notes. The component index sponsors may take actions that will adversely affect the market value of the notes.

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. You, as an investor in the notes, should make your own investigation into the component indices and the component index sponsors.

The Basket is not a recognized market index and may not accurately reflect global market performance

The Basket is not a recognized market index. The Basket was created solely for purposes of the offering of the notes and will be calculated solely during the term of the notes. The Basket does not reflect the performance of the notes markets on which the component stocks underlying each component index trade.

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

The trading prices of the stocks underlying the component indices will determine the level of the component indices at any given time. The stocks underlying the component indices have performed differently in the past and are expected to perform differently in the future. As a result, it is impossible to predict whether the levels of the component indices will rise or fall. Trading prices of the stocks underlying the component indices will be influenced by complex and interrelated political, economic, financial and other factors that can affect the issuers of stocks underlying the component indices.

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-31, we or one or more of our affiliates may hedge our obligations under the notes by purchasing stocks underlying the component indices, futures or options on the component indices or on stocks underlying the component indices, or exchange-traded funds or other derivative instruments with returns linked or related to changes in the trading prices of stocks underlying

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the component indices or the levels of the component indices, and we may adjust these hedges by, among other things, purchasing or selling stocks underlying the component indices, futures, options, or exchange-traded funds or other derivative instruments with returns linked to the levels of the component indices or the stocks underlying the component indices at any time. Although they are not expected to, any of these hedging activities may adversely affect the trading prices of stocks underlying the component indices and/or the levels of the component indices 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 original issue 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.

Additional potential conflicts of interest could arise

Our subsidiary, Wachovia Securities, is our agent for the purposes of calculating the final Basket value and the maturity payment 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 value of the Basket can be calculated on a particular trading day, or in connection with judgments that it would be required to make in the event of a discontinuation of one or more of the component indices. See the sections entitled "Specific Terms of the Notes - Discontinuation of the Component Indices; Adjustments to the Component Indices" on page S-15 and "Specific Terms of the Notes - Market Disruption Event" on page S-16. 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 one or more of the issuers of component common stocks included in the component indices. This business may include extending loans to, or making equity investments in, such companies or providing advisory services to such companies, including merger and acquisition advisory services. In the course of business, Wachovia or its affiliates may acquire non-public information relating to these companies and, in addition, one or more affiliates of Wachovia may publish research reports about these companies. Wachovia does not make any representation to any purchasers of the notes regarding any matters whatsoever relating to the issuers of component common stocks included in the component indices. Any prospective purchaser of the notes should undertake an independent investigation of these companies as in its judgment is appropriate to make an informed decision regarding an investment in the notes. The composition of the issuers of component stocks included in the component indices does not reflect any investment or sell recommendations of Wachovia or its affiliates.

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

The valuation date and, therefore, determination of the final Basket value may be postponed if the calculation agent determines that a market disruption event has occurred or is continuing on the valuation date with respect to a component index. If a postponement occurs, the calculation agent will use the closing level of the affected component index on the next succeeding trading day on which no market disruption event occurs or is continuing for purposes of calculating the final Basket value. As a result, the maturity date for the notes would be postponed. You will not be entitled to 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 any component index after the valuation date. See "Specific Terms of the Notes - Market Disruption Event" beginning on page S-16.

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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 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 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 upon the sale or maturity of the notes will be taxed as ordinary income. Any loss you may recognize upon the sale or maturity 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.

For further discussion, see Supplemental Tax Considerations beginning on page S-27.

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 on page S-29.

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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 amounts of \$1,000 per note and integral multiples thereof.

Offering Price

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

Payment at Maturity

At maturity, for each note 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 note plus an amount equal to 119% of the Basket performance amount. 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 note plus an amount equal to the Basket performance amount, subject to a minimum payment at maturity of 90% of the principal amount, or \$900. *If the final Basket value is less than the initial Basket value, the Basket performance amount will be negative and you will lose some of your principal, subject to the minimum payment at maturity.*

The **initial Basket value** is \$1,000.

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

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Component Index	Exchange Ratio	Closing Level on •, 2007	Percentage of	
			Initial Basket	Initial
			Weight	Dollar Value
Dow Jones Industrial Average SM	•	•	33.333%	\$ 333.33
Nikkei 225 [®] Index	•	•	33.333%	\$ 333.33
Dow Jones EURO STOXX SM 50 Index	•	•	33.333%	\$ 333.33
<i>Total</i>			<i>100.000%</i>	<i>\$ 1,000.00</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 1/3, or 33.333%, times \$1,000, the principal amount per note. The exchange ratio for each component index will remain constant for the term of the notes.

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 or is not a trading 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 or is not a trading 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 notes will be postponed by an equal number of trading days.*

The closing level of a component index on any trading day will equal the closing level of that component index or any successor component index (as defined under Specific Terms of the Notes 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 Notes 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, you will lose some of your principal, subject to the minimum payment at maturity.

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 such 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 the domestic paying agent.

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Discontinuation of the Component Indices; Adjustments to the Component Indices

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

If any component index sponsor discontinues publication of its component index and:

the calculation agent does not select a successor component index, or

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

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

the determination of the final Basket value, or

a determination by the calculation agent that a successor component index is available, the calculation agent will determine the level that would be used in computing the maturity payment amount 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 a component index would be expected to adversely affect the value of, liquidity of and trading in the notes.

If at any time the method of calculating the level of any component index or the level of any successor component index, changes in any material respect, or if a component index or successor component index is in any other way modified so that the component index or successor component index does not, in the opinion of the calculation agent, fairly represent the level of the component 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 component 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 component 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 component index or such successor component index, as so adjusted. Accordingly, if the method of calculating the component index or a successor component index is modified and has a diluting or concentrative effect on the level of the component index or successor component index, e.g., due to a split, then the calculation agent shall adjust the component index or successor component index in order to arrive at a level of the component index or successor component index as if it had not been modified, e.g. as if a split had not occurred.

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

Market Disruption Event

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

The following events will not be market disruption events:

a limitation on the hours or number of days of trading, but only if the limitation results from an announced change in the regular business hours of the relevant market; or

a decision to permanently discontinue trading in the option or futures contracts relating to a component index or any of the component stocks included in a component index.

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 securities that compose 20 percent or more of the level of any component index or (ii) in options contracts or futures contracts relating to any component 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 securities that compose 20 percent or more of the level of any component index or (ii) effect transactions in options contracts or futures contracts relating to any component index on any relevant related exchange.

An early closure means the closure on any exchange business day of any relevant exchange relating to securities that compose 20 percent or more of the level of any component 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.

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An exchange means the primary organized exchange or quotation system for trading any securities included in any component index and any successor to any such exchange or quotation system or any substitute exchange or quotation system to which trading in any securities underlying any component index has

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temporarily relocated (provided that the calculation agent has determined that there is comparable liquidity relative to the securities underlying any component 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 any component 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 that component 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 a component 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 BASKET

The basket is an equally weighted basket of indices consisting of the Dow Jones Industrial AverageSM (Bloomberg symbol INDU), the Nikkei 225[®] Index (Bloomberg symbol NKY), and the DJ EuroStoxx50 Index (Bloomberg symbol SX5E).

We have obtained all information regarding the component indices contained in this pricing supplement, including their make-up, method of calculation and changes in their components, from publicly available information. That information reflects the policies of, and is subject to change by, the component index sponsors. The component index sponsors have no obligation to continue to publish, and may discontinue publication of any component index at any time. We make no representation or warranty as to the accuracy or completeness of such information.

The Dow Jones Industrial AverageSM

The Dow Jones Industrial AverageSM is a benchmark of performance for leading companies in the U.S. stock market. The Dow Jones Industrial AverageSM consists of 30 blue-chip U.S. stocks, although this has not always been the case. The number of stocks in the Dow Jones Industrial AverageSM was 12 in 1896, rose to 20 in 1916, then to 30 in 1928, and has been at that level ever since.

Computation of the Dow Jones Industrial AverageSM

The Dow Jones Industrial AverageSM is calculated by adding up the prices of the 30 constituent stocks and dividing the total by a divisor. The divisor is now a number that reflects adjustments over time resulting from spin-offs, stock splits, stock dividends and other corporate actions, as well as additions and deletions to the Dow Jones Industrial AverageSM. The adjustments to the divisor also allow the Dow Jones Industrial AverageSM calculation to remain comparable over time. According to Dow Jones, the composition of the Dow Jones Industrial AverageSM is determined at the discretion of the editors of The Wall Street Journal. While there are no rules for component selection, a stock typically is added only if it has an excellent reputation, demonstrates sustained growth, is of interest to a large number of investors and accurately represents the sector(s) covered by the average. The Dow Jones Industrial AverageSM is not limited to traditionally defined industrial stocks. Instead, the Dow Jones Industrial AverageSM serves as a measure of the entire U.S. market, covering such diverse industries as financial services, technology, retail, entertainment and consumer goods. For the sake of continuity, changes to the composition of the Dow Jones Industrial AverageSM are rare, and generally occur only after corporate acquisitions or other dramatic shifts in a component's core business. When such an event necessitates that one component be replaced, the entire Dow Jones Industrial AverageSM is reviewed by the editors of The Wall Street Journal. As a result, multiple component changes are often implemented simultaneously.

A list of the component stocks of the Dow Jones Industrial AverageSM can be found at www.djindexes.com.

Historical Closing Levels of the Dow Jones Industrial AverageSM

We obtained the closing levels of the Dow Jones Industrial AverageSM listed below from Bloomberg Financial Markets without independent verification. The actual level of the Dow Jones Industrial AverageSM at or near maturity of the notes may bear little relation to the historical levels shown below.

The following table sets forth the published high and low closing levels of the Dow Jones Industrial AverageSM and the level of the Dow Jones Industrial AverageSM at the end of each quarter January 1, 2003 through December 31, 2006 and the period from January 1, 2007 through March 26, 2007. On March 26, 2007, the closing level of the Dow Jones Industrial AverageSM was 12,469.07. This historical data on the Dow Jones Industrial AverageSM is not indicative of the future levels of the Dow Jones Industrial AverageSM or what the market value of the notes may be. Any historical upward or downward trend in the level of the Dow Jones Industrial AverageSM during any period set forth below is not any indication that the level of the Dow Jones Industrial AverageSM is more or less likely to increase or decrease at any time during the term of the notes.

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					Quarter	
					End Closing	
		High Closing Level	Low Closing Level	Level of the		
		of the Component	of the Component	Component		
Quarter	Start Date	Quarter	End Date	Index	Index	Index
	01/01/2003		03/31/2003	8842.62	7524.06	7992.13
	04/01/2003		06/30/2003	9323.02	8069.86	8985.44
	07/01/2003		09/30/2003	9659.13	9036.04	9275.06
	10/01/2003		12/31/2003	10453.92	9469.20	10453.92
	01/01/2004		03/31/2004	10737.70	10048.23	10357.70
	04/01/2004		06/30/2004	10570.81	9906.91	10435.48
	07/01/2004		09/30/2004	10342.79	9814.59	10080.27
	10/01/2004		12/31/2004	10854.54	9749.99	10783.01
	01/01/2005		03/31/2005	10940.55	10368.61	10503.76
	04/01/2005		06/30/2005	10623.07	10012.36	10274.97
	07/01/2005		09/30/2005	10705.55	10270.68	10568.70
	10/01/2005		12/31/2005	10931.62	10215.22	10717.50
	01/01/2006		03/31/2006	11317.43	10667.39	11109.32
	04/01/2006		06/30/2006	11642.65	10706.14	11150.22
	07/01/2006		09/30/2006	11718.45	10739.35	11679.07
	10/01/2006		12/31/2006	12510.57	11670.35	12463.15
	01/01/2007		03/26/2007	12786.64	12050.41	12469.07

License Agreement

We have entered into a non-exclusive license agreement with Dow Jones, which grants us a license in exchange for a fee to use the Dow Jones Industrial AverageSM in connection with the issuance of certain securities, including the notes. Dow Jones and Dow Jones Industrial AverageSM are service marks of Dow Jones and have been licensed for use for certain purposes by Wachovia. The notes are not sponsored, endorsed, sold or promoted by Dow Jones. Dow Jones makes no representation or warranty, express or implied, to the owners of the notes or any member of the public regarding the advisability of investing in securities generally or in the notes particularly. Dow Jones' only relationship to Wachovia is the licensing of certain trademarks, trade names and service marks of Dow Jones and of the Dow Jones Industrial AverageSM, which is determined, composed and calculated by Dow Jones without regard to Wachovia or the notes. Dow Jones has no obligation to take the needs of Wachovia or the owners of the notes into consideration in determining, composing or calculating the Dow Jones Industrial AverageSM. Dow Jones is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the notes to be issued or in the determination or calculation of the equation by which the notes are to be converted into cash. Dow Jones has no obligation or liability in connection with the administration, marketing or trading of the notes.

DOW JONES DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN AND DOW JONES SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. DOW JONES MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY WACHOVIA, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN. DOW JONES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OR MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE DOW JONES INDUSTRIAL AVERAGESM OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL DOW JONES HAVE ANY LIABILITY FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF NOTIFIED OF THE POSSIBILITY THEREOF. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN DOW JONES AND WACHOVIA.

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The Nikkei 225® Index

The Nikkei 225® Index measures the composite price performance of selected Japanese common stocks and is calculated, published and disseminated by Nikkei, Inc. (Nikkei). The Nikkei 225 Index is currently based on 225 underlying common stocks trading on the Tokyo Stock Exchange, 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.

Computation of the Nikkei 225® Index

The Nikkei 225® Index is a modified, price-weighted index. Each stock's weight in the Nikkei 225 Index is based on its price per share rather than the total market capitalization of the issuer. NIKKEI calculates the Nikkei 225® Index by multiplying the per share price of each stock underlying the Nikkei 225® Index by the corresponding weighting factor for that stock, calculating the sum of all these products and then dividing that sum by a divisor. The divisor, which in 1950 was retroactively set to the May 17, 1949 level of 225, was 24.293 as of October 2, 2006 when it was last updated, and is subject to periodic adjustments, as described below. The weighting factor for each underlying stock is computed by dividing 50 Japanese yen by the par value of that stock, so that the share price of underlying stock when multiplied by its weighting factor corresponds to a share price based on a uniform par value of 50 Japanese yen. Each weighting factor represents the number of shares of the related stock underlying the Nikkei 225® Index that are included in one trading unit of the Nikkei 225® Index. The stock prices used in the calculation of the Nikkei 225® Index are those reported by a primary market for the stock underlying the Nikkei 225® Index, which is currently the TSE. The level of the Nikkei 225® Index is calculated once per minute during TSE trading hours.

In order to maintain continuity in the level of the Nikkei 225® Index in the event of certain changes affecting the common stocks underlying the Nikkei 225® Index, such as the addition or deletion of common stocks, substitution of common stocks, stock dividends, stock splits or distributions of assets to stockholders, the divisor used in calculating the Nikkei 225® Index is adjusted in a manner designed to prevent any change or discontinuity in the level of the Nikkei 225® Index. The divisor remains at the new value until a further adjustment is necessary as a result of another change. As a result of each change affecting any stock underlying the Nikkei 225® Index, the divisor is adjusted in such a way that the sum of all share prices immediately after the change multiplied by the applicable weighting factor and divided by the new divisor will equal the level of the Nikkei 225® Index immediately prior to the change.

Modifications to the Common Stocks Underlying the Nikkei 225® Index

As previously mentioned, all 225 of the underlying common stocks that compose the Nikkei 225® Index are listed on the First Section of the TSE. Domestic stocks admitted to the TSE are assigned either to the First Section, Second Section or Mothers Section. Stocks listed in the First Section are among the most actively traded stocks on the TSE. At the end of each business year, the TSE examines each First Section stock to determine whether it continues to meet the criteria for inclusion in the First Section and each Second Section stock to determine whether it may qualify for inclusion in the First Section.

Common stocks underlying the Nikkei 225® Index may be deleted or added by Nikkei. However, to maintain continuity in the Nikkei 225® Index, the policy of Nikkei is generally not to alter the composition of the common stocks underlying the Nikkei 225® Index except when a stock underlying the Nikkei 225® Index is deleted in accordance with the following criteria:

Any stock underlying the Nikkei 225® Index becoming ineligible for listing in the First Section of the TSE due to any of the following reasons will be deleted from the common stocks underlying the Nikkei 225® Index: bankruptcy of the issuer; merger of the issuer into, or acquisition of the issuer by, another company; delisting of the stock because of excess debt of the issuer or because of any other reason; transfer of an underlying stock to the Seiri Post (the Liquidation Post); transfer of the underlying stock to the Second Section of the TSE; and, in some cases, transfer of an underlying stock to the Kanri Post (the Post for stocks under supervision and, therefore, candidates for deletion). In addition, those underlying common stocks with relatively low liquidity

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based on trading volume and price fluctuation over the past five years may be deleted by Nikkei. Upon deletion of a stock underlying the Nikkei 225® Index, Nikkei will select, in accordance with certain criteria established by it, a replacement for the deleted stock. Until such replacement, the Nikkei 225® Index will be calculated with the common stocks underlying the Nikkei 225® Index less the deleted stock.

A list of the issuers of the common stocks underlying the Nikkei 225® Index is available from the Nikkei Economic Electronic Databank System and from Nikkei directly. Nikkei may delete, add or substitute any stock underlying the Nikkei 225® Index.

The Tokyo Stock Exchange

The TSE is one of the world's largest securities exchanges in terms of market capitalization. Trading hours for TSE-listed stocks are currently from 9:00 a.m. to 11:00 a.m. and from 12:30 p.m. to 3:00 p.m. (the second session), Tokyo time, Monday through Friday.

Due to time zone differences, on any normal trading day the TSE will close before the opening of business in New York City on the same calendar day. Therefore, the closing level of the Nikkei 225® Index on any particular business day will generally be available in the United States by the opening of business on that business day.

The TSE has adopted certain measures, including daily price floors and ceilings on individual stocks, intended to prevent any extreme short-term price fluctuations resulting from order imbalances. In general, any stock listed on the TSE cannot be traded at a price lower than the applicable price floor or higher than the applicable price ceiling. These price floors and ceilings are expressed in absolute Japanese yen, rather than percentage limits based on the closing price of the stock on the previous trading day. In addition, when there is a major order imbalance in a listed stock, the TSE posts a special bid quote or a special offer quote for that stock at a specified higher or lower price level than the stock's last sale price in order to solicit counter-orders and balance supply and demand for the stock. Prospective investors should also be aware that the TSE may suspend the trading of individual stocks in certain limited and extraordinary circumstances, including, for example, unusual trading activity in that stock. As a result, changes in the Nikkei 225® Index may be limited by price limitations, special quotes or by suspension of trading in stocks underlying the Nikkei 225® Index, and these limitations may, in turn, adversely affect the value of the notes.

Historical Closing Levels of the Nikkei 225 Index®

Since its inception, the Nikkei 225® Index has experienced significant fluctuations. Any historical upward or downward trend in the closing level of the Nikkei 225® Index during any period shown below is not an indication that the closing level of the Nikkei 225® Index is more or less likely to increase or decrease at any time during the term of the notes. The historical levels of the Nikkei 225® Index do not give an indication of future performance of the Nikkei 225® Index. We cannot make any assurance that the future performance of the Nikkei 225® Index or the trading prices of the underlying common stocks will result in holders of the notes receiving a positive total return on their investment.

We obtained the closing levels of the Nikkei 225® Index listed below from Bloomberg Financial Markets without independent verification. The actual level of the Nikkei 225® Index at or near maturity of the notes may bear little relation to the historical levels shown below.

The following table sets forth the published high and low closing levels of the Nikkei 225® Index and the level of the Nikkei 225® Index at the end of each quarter January 1, 2003 through December 31, 2006 and the period from January 1, 2007 through March 26, 2007. On March 26, 2007, the closing level of the Nikkei 225® Index was 17,521.96. This historical data on the Nikkei 225® Index is not indicative of the future levels of the Nikkei 225® Index or what the market value of the notes may be. Any historical upward or downward trend in the level of the Nikkei 225® Index during any period set forth below is not any indication that the level of the Nikkei 225® Index is more or less likely to increase or decrease at any time during the term of the notes.

Table of Contents**Quarterly High, Low and Closing Levels of the Nikkei 225® Index**

				High Closing Level	Low Closing Level	Quarter
				of the Component	of the Component	End Closing
Quarter	Start Date	Quarter	End Date	Index	Index	Level of the Component
	01/01/2003	03/31/2003		8,790.92	7,862.43	7,972.71
	04/01/2003	06/30/2003		9,137.14	7,607.88	9,083.11
	07/01/2003	09/30/2003		11,033.32	9,265.56	10,219.05
	10/01/2003	12/31/2003		11,161.71	9,614.60	10,676.64
	01/01/2004	03/31/2004		11,770.65	10,365.40	11,715.39
	04/01/2004	06/30/2004		12,163.89	10,505.05	11,858.87
	07/01/2004	09/30/2004		11,896.01	10,687.81	10,823.57
	10/01/2004	12/31/2004		11,488.76	10,659.15	11,488.76
	01/01/2005	03/31/2005		11,966.69	11,238.37	11,668.95
	04/01/2005	06/30/2005		11,874.75	10,825.39	11,584.01
	07/01/2005	09/30/2005		13,617.24	11,565.99	13,574.30
	10/01/2005	12/31/2005		16,344.20	13,106.18	16,111.43
	01/01/2006	03/31/2006		17,059.66	15,341.18	17,059.66
	04/01/2006	06/30/2006		17,563.37	14,218.60	15,505.18
	07/01/2006	09/30/2006		16,385.96	14,437.24	16,127.58
	10/01/2006	12/31/2006		17,225.83	15,725.94	17,225.83
	01/01/2007	03/26/2007		18,215.35	16,642.25	17,521.96

License Agreement

We have entered into a non-exclusive license agreement with Nikkei, which allows us and our affiliates, in exchange for a fee, to use the Nikkei 225® Index in connection with the issuance of certain securities, including the notes. We are not affiliated with NIKKEI; the only relationship between Nikkei and us is the licensing of the use of the Nikkei 225® Index and trademarks relating to the Nikkei 225® Index.

Nikkei is under no obligation to continue the calculation and dissemination of the Nikkei 225® Index. The notes are not sponsored, endorsed, sold or promoted by Nikkei. No inference should be drawn from the information contained in this pricing supplement that Nikkei makes any representation or warranty, implied or express, to us, any holder of the notes or any member of the public regarding the advisability of investing in securities generally or in the notes in particular or the ability of the Nikkei 225® Index to track general stock market performance.

Nikkei determines, composes and calculates the Nikkei 225® Index without regard to the notes. Nikkei has no obligation to take into account your interest, or that of anyone else having an interest, in the notes in determining, composing or calculating the Nikkei 225® Index. Nikkei is not responsible for, and has not participated in the determination of, the terms, prices or amount of the notes and will not be responsible for, or participate in, any determination or calculation regarding the principal amount of the notes payable at maturity. Nikkei has no obligation or liability in connection with the administration, marketing or trading of the notes.

Nikkei disclaims all responsibility for any errors or omissions in the calculation and dissemination of the Nikkei 225® Index or the manner in which the Nikkei 225® Index is applied in determining the initial Nikkei 225® Index level or the final Nikkei 225® Index level or any amount payable upon maturity of the notes.

NIKKEI DOES NOT GUARANTEE THE ACCURACY OR THE COMPLETENESS OF THE NIKKEI 225® INDEX OR ANY DATA INCLUDED IN THE NIKKEI 225® INDEX. NIKKEI ASSUMES NO LIABILITY FOR ANY ERRORS OR OMISSIONS.

Table of Contents**The Dow Jones EURO STOXXSM 50 Index**

The Dow Jones EURO STOXXSM 50 Index, which we refer to as the EURO STOXXSM 50 Index, is calculated, maintained and published by STOXX Limited. We make no representation or warranty as to the accuracy or completeness of this information.

The EURO STOXXSM 50 Index was created by STOXX Limited, a joint venture between Deutsche Börse AG, Dow Jones & Company and SWX Swiss Exchange. Publication of the EURO STOXXSM 50 Index began on February 26, 1998, based on an initial Index value of 1,000 at December 31, 1991. The EURO STOXXSM 50 Index is published in The Wall Street Journal and disseminated on the STOXX Limited website: <http://www.stoxx.com>.

The 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 December 29, 2006, the seven countries that are represented in the EURO STOXXSM 50 Index account for the following approximate percentages: (1) France, 34.2%; (2) Germany, 24.0%; (3) Spain, 13.9%; (4) The Netherlands, 12.3%; (5) Italy, 11.7%; (6) Finland, 3.0%; and (7) Ireland, 1.0%.

The composition of the EURO STOXXSM 50 Index is reviewed annually, based on the closing stock data on the last trading day in August. The component stocks are announced on the first trading day in September. Changes to the component stocks are implemented on the third Friday in September and are effective the following trading day. Changes in the composition of the EURO STOXXSM 50 Index are made to ensure that the EURO STOXXSM 50 Index is accurate and follows the changes in the stock markets as closely as possible.

Computation of the Dow Jones EURO STOXXSM 50 (Price) Index

The EURO STOXXSM 50 Index is calculated with the Laspeyres formula, which measures the aggregate price changes in the component stocks against a fixed base quantity weight. The formula for calculating the EURO STOXXSM 50 Index value can be expressed as follows:

$$\text{Index} = \left(\frac{\text{free float market capitalization of the index}}{\text{adjusted base date market capitalization of the index}} \right) \times 1,000$$

The free float market capitalization of the Index is equal to the sum of the products of (i) the price of each component stock, (ii) the free-float factor for the corresponding component company, (iii) the number of shares of the corresponding component company and (iv) the cross rate of the corresponding component company, as of the time the index is being calculated.

The adjusted base date market capitalization of the Index is equal to the product of (i) the adjustment factor for the base date market capitalization and (ii) the sum of the products of (x) the closing price of the component stock on the base date, (y) the number of shares of the component company represented by the component stock in (x) on the base date, and (z) the cross rate of the component company represented by the component stock in (x) on the base date.

The EURO STOXXSM 50 Index is also subject to a divisor, which is adjusted to maintain the continuity of the EURO STOXXSM 50 Index values across changes due to corporate actions.

Historical Closing Levels of the EURO STOXXSM 50 Index

Since its inception, the EURO STOXXSM 50 Index has experienced significant fluctuations. Any historical upward or downward trend in the closing level of the EURO STOXXSM 50 Index during any period shown below is not an indication that the closing level of the EURO STOXXSM 50 Index is more or less likely to increase or decrease at any time during the term of the notes. The historical levels of the EURO STOXXSM 50 Index do not give an indication of future performance of the EURO STOXXSM 50 Index. We cannot make any assurance that the future performance of the EURO STOXXSM 50 Index or the trading prices of the underlying common stocks will result in holders of the notes receiving a positive total return on their investment.

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We obtained the closing levels of the EURO STOXXSM 50 Index listed below from Bloomberg Financial Markets without independent verification. The actual level of the EURO STOXXSM 50 Index at or near maturity of the notes may bear little relation to the historical levels shown below.

The following table sets forth the published high and low closing levels of the EURO STOXXSM 50 Index and the level of the EURO STOXXSM 50 Index at the end of each quarter from January 1, 2003 through December 31, 2006 and the period from January 1, 2007 through March 26, 2007. On March 26, 2007, the closing level of the EURO STOXXSM 50 Index was 4,142.11. This historical data on the EURO STOXXSM 50 Index is not indicative of the future levels of the EURO STOXXSM 50 Index or what the market value of the notes may be. Any historical upward or downward trend in the level of the EURO STOXXSM 50 Index during any period set forth below is not any indication that the level of the EURO STOXXSM 50 Index is more or less likely to increase or decrease at any time during the term of the notes.

Quarterly High, Low and Closing Levels of the EURO STOXXSM 50 Index

Quarter	Start Date	Quarter	End Date	High Closing Level	Low Closing Level	Quarter
				of the Component	of the Component	End Closing Level of the Component
				Index	Index	Index
01/01/2003		03/31/2003		2,529.86	1,849.64	2,036.86
04/01/2003		06/30/2003		2,527.44	2,067.23	2,419.51
07/01/2003		09/30/2003		2,641.55	2,366.86	2,395.87
10/01/2003		12/31/2003		2,760.66	2,434.63	2,760.66
01/01/2004		03/31/2004		2,959.71	2,702.05	2,787.49
04/01/2004		06/30/2004		2,905.88	2,659.85	2,811.08
07/01/2004		09/30/2004		2,806.62	2,580.04	2,726.30
10/01/2004		12/31/2004		2,955.11	2,734.37	2,951.01
01/01/2005		03/31/2005		3,114.		