

WACHOVIA CORP NEW
Form 8-A12B
February 01, 2006

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

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Wachovia Corporation

(Exact name of registrant as specified in its charter)

North Carolina

(State of Incorporation or Organization)

56-0898180

(IRS Employer Identification No.)

**One Wachovia Center
Charlotte, North Carolina**
(Address of principal executive offices)

28288-0013

(Zip Code)

**Wachovia Capital Trust
III**

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation or Organization)

20-6807767

(IRS Employer Identification No.)

**c/o Wachovia Corporation
One Wachovia Center
Charlotte, North Carolina**
(Address of principal executive offices)

28288-0013

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-131237 and 333-131237-01

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

5.80% Fixed-to Floating Rate Normal Wachovia
Income Trust Securities of Wachovia Capital
Trust III

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

Wachovia Capital Trust III (the Trust) hereby incorporates by reference the description of its 5.80% Fixed-to-Floating Rate Normal Wachovia Income Trust Securities (the Normal WITS) to be registered hereunder contained under Description of the WITS in the prospectus dated January 25, 2006 filed with the Commission on January 27, 2006 in connection with its automatic shelf registration statement on Form S-3 (File Nos. 333-131237 and 333-131237-01) (the Registration Statement) filed on January 24, 2006. The Normal WITS are fully and unconditionally guaranteed by Wachovia Corporation, as described in the Registration Statement.

Item 2. Exhibits.

- 4.1 Certificate of Trust of Wachovia Capital Trust III (incorporated by reference to Exhibit 4.3 of the Registration Statement)
- 4.2 Trust Agreement of Wachovia Capital Trust III (incorporated by reference to Exhibit 4.4 of the Registration Statement)
- 4.3 Form of Base Indenture between Wachovia and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 of the Registration Statement)
- 4.4 First Supplemental Indenture between Wachovia and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 of the Report on Form 8-K of Wachovia Corporation dated February 1, 2006)
- 4.5 Form of Amended and Restated Trust Agreement of Wachovia Capital Trust III (incorporated by reference to Exhibit 4.5 of the Registration Statement)
- 4.6 Form of Normal WITS Certificate (incorporated by reference to Exhibit 4.11 of the Registration Statement)
- 4.7 Stock Purchase Contract Agreement between Wachovia and Wachovia Capital Trust III, acting through U.S. Bank National Association, as Property Trustee (incorporated by reference to Exhibit 4.3 of the Report on Form 8-K of Wachovia Corporation dated February 1, 2006)
- 4.8 Form of Guarantee Agreement by and between Wachovia Corporation, as Guarantor and U.S. Bank National Association, as Guarantee Trustee (incorporated by reference to Exhibit 4.7 of the Registration Statement)
- 4.9 Articles of Amendment of Wachovia Corporation with respect to Series I, Class A Preferred Stock dated January 30, 2006 (incorporated by reference to Exhibit 4.1 of the Report on Form 8-K of Wachovia Corporation dated February 1, 2006)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

WACHOVIA CORPORATION

By: /s/ Ross E. Jeffries, Jr.

Name: Ross E. Jeffries, Jr.

Title: Senior Vice President

WACHOVIA CAPITAL TRUST III

By: /s/ Thomas J. Wurtz

Name: Thomas J. Wurtz

Title: Administrative Trustee

Dated: February 1, 2006

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