

WACHOVIA CORP NEW  
Form POS AM  
February 01, 2006

As filed with the Securities and Exchange Commission on February 1, 2006  
Registration Nos. 333-131237, 333-131237-01

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Post-Effective Amendment No. 1 to**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**  
**Wachovia Corporation**  
**(Exact name of registrant as specified in its charter)**

**North Carolina** **56-0898180**  
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification Number)  
organization)

**Wachovia Capital Trust III**  
**(Exact name of registrant as specified in its charter)**

**Delaware** **20-6807767**  
(State or other jurisdiction of incorporation or (I.R.S. Employer Identification Number)  
organization)

**Ross E. Jeffries, Jr., Esq.**  
**Senior Vice President and Deputy General**  
**Counsel**

**One Wachovia Center**  
**Charlotte, North Carolina 28288-0013**  
**(704) 374-6565**

**Wachovia Corporation**  
**One Wachovia Center**  
**Charlotte, North Carolina 28288-0630**  
**(704) 374-6611**

(Address, including zip code, and telephone number, (Name, Address, Including Zip Code, and Telephone  
including area code, of registrant's principal Number,  
executive offices) Including Area Code, of Agent for Service)

**With a copy to:**

**Louis J. Bevilacqua, Esq.**  
**Cadwalader, Wickersham & Taft LLP**  
**One World Financial Center**  
**New York, New York 10281**  
**(212) 504-6057**

**Mark J. Welshimer, Esq.**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, New York 10004-2498**  
**(212) 558-3669**

**Approximate date of commencement of proposed sale to public:** From time to time after the effective date of this Registration Statement as determined by market conditions.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. p

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
Fixed-to-Floating Rate Normal Wachovia Income Trust Securities ( WITS ) (2)	<b>2,500,000</b>	<b>\$1,000</b>	<b>\$2,500,000,000</b>	<b>\$267,500(5)</b>
Junior Subordinated Notes (2)(4)(5)(6)	<b>2,501,000</b>	<b>\$1,000</b>	<b>\$2,501,000,000</b>	<b>\$267,714(5)(6)</b>
Stripped WITS (2)	(3)	(3)(4)	(3)(4)	(3)
Capital WITS (2)	(3)	(3)(4)	(3)(4)	(3)
Stock Purchase Contracts (2)	<b>25,010</b>	(4)	(4)	(4)
Perpetual Preferred Stock (2)	<b>25,010</b>	(4)	(4)	(4)
Guarantee of payment on the WITS (2)(7)				
<b>Total:</b>				<b>\$535,214</b>

(1) Calculated and paid pursuant to Rules 456(b) and 457(r) under the Securities Act.

(2) The Normal WITS, the Stripped WITS and Capital WITS (in the case of the Stripped WITS and Capital WITS, if any) are beneficial interests in, and will be issued by, Wachovia Capital Trust III (the Trust ). The

Junior  
Subordinated  
Notes, Stock  
Purchase  
Contracts,  
Perpetual  
Preferred Stock  
and Guarantees  
will be issued  
by Wachovia  
Corporation (the  
Company ).

(3) An  
indeterminate  
aggregate initial  
offering price or  
number of the  
securities of  
each identified  
class is being  
registered as  
may from time  
to time be  
issued at  
indeterminate  
prices.

(4) No separate  
consideration  
will be received  
by either  
Registrant upon  
the issuance, if  
any, of the  
Stripped WITS  
or Capital  
WITS, for the  
issuance of the  
Stock Purchase  
Contracts or  
upon the  
purchase by the  
Trust of the  
Perpetual  
Preferred Stock  
of the Company  
pursuant to the  
terms of the  
Stock Purchase  
Contracts.

- (5) The Junior Subordinated Notes will be purchased by the Trust with the proceeds of the sale of the Normal WITS. Junior Subordinated Notes in the amount of \$2,500,000,000 will be purchased by the Trust with the proceeds of the sale of the Normal WITS. Junior Subordinated Notes in the amount of \$1,000,000 will be purchased by the Trust with the proceeds of the sale of its common securities to the Company.
- (6) The registration fee being paid in connection with the Junior Subordinated Notes includes \$267,607 representing the registration fee to be due in connection with the proceeds to be received upon the remarketing of the Junior Subordinated Notes, as

described in the prospectus.

- (7) Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.
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**Explanatory Note**

**This Post-Effective Amendment No. 1 to the Registration Statement has been filed by the registrants solely for the purpose of updating the Calculation of Registration Fee table pursuant to Rule 456 under the Securities Act and to add the SEC Registration fee to Part II, Item 14 Other Expenses of Issuance and Distribution.**

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. Other Expenses of Issuance and Distribution**

Estimated expenses:

Printing Fees	\$ 30,000
Fees of Securities Registrar	10,000
Trustee s Fees and Expenses	35,000
Accountant Fees and Expenses	10,000
Blue Sky Fees and Expenses	11,000
SEC Registration Fee	535,214
NASD Filing Fee	75,500
Rating Agency Fees	100,000
Legal Fees and Expenses	650,000
Miscellaneous	50,000

**Total** **\$ 1,506,714**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Wachovia Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, as of the 1<sup>st</sup> day of February, 2006.

Wachovia Corporation

By: /s/ Mark C. Treanor  
Name: Mark C. Treanor  
Title: Senior Executive Vice President,  
Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>
*	Chairman, President, Chief Executive Officer and Director
G. Kennedy Thompson	
/s/ Thomas J. Wurtz	Senior Executive Vice President, Chief Financial Officer and Treasurer
Thomas J. Wurtz	
*	Executive Vice President and Corporate Controller (Principal Accounting Officer)
David M. Julian	
*	Director
John D. Baker, II	
*	Director
James S. Balloun	
*	Director
Robert J. Brown	
	Director
Peter C. Browning	
*	Director
John T. Casteen, III	

\* Director

William H. Goodwin, Jr.

\* Director

Robert A. Ingram

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<b>Signature</b>	<b>Title</b>
*	Director
Donald M. James	
*	Director
Mackey J. McDonald	
*	Director
Joseph Neubauer	
*	Director
Lloyd U. Noland, III	
*	Director
Van L. Richey	
*	Director
Ruth G. Shaw	
*	Director
Lanty L. Smith	
*	Director
John C. Whitaker, Jr.	
*	Director
Dona Davis Young	

\*By: /s/ Mark C. Treanor  
Mark C. Treanor  
Attorney-in-fact

Pursuant to the requirements of the Securities Act of 1933, Wachovia Capital Trust III certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, as of the 1<sup>st</sup> day of February, 2006.

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WACHOVIA CAPITAL TRUST III

By: Wachovia Corporation, as Depositor

By: /s/ Thomas J. Wurtz

Name: Thomas J. Wurtz

Title: Executive Vice President