WACHOVIA CORP NEW
Form 424B5
August 26, 2005
Table of Contents

PROSPECTUS SUPPLEMENT

(To prospectus dated May 13, 2005)

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-123311

$2,850,000

Wachovia Corporation

LUNARS℠

(Leveraged Upside iNdexed Accelerated Return Securities)

Linked to the Russell 2000® Index

due September 30, 2006

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.
Maturity Date:	September 30, 2006
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 the Russell 2000® Index.
Payment at Maturity:	The amount you receive at maturity, for each note you own, will be based upon the percentage change in the level of the Index from the Index starting level relative to the Index ending level (calculated as described in this prospectus supplement). If the Index ending level is greater than the Index starting level, at maturity you will receive a payment per note based upon double the percentage increase of the level of the Index, not to exceed a maximum payment of $1,120 per note. If the Index ending level is equal to or less than the Index starting level, at maturity you will receive a payment per note based upon the full percentage decrease of the level of the Index. ***If the Index ending level is less than the Index starting level, you will lose some or all of your principal***.
Listing:	The notes will not be listed on the American Stock Exchange because the principal amount of the notes sold in this offering is below the threshold that the American Stock Exchange requires for listing on that exchange. Additionally, the notes will not be listed or displayed on any other securities exchange, the Nasdaq National Market or any electronic communications network.
Pricing Date:	August 25, 2005
Expected Settlement Date:	September 1, 2005
CUSIP Number:	92976WAV8

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-11.

Investing in the notes involves risks. See Risk Factors beginning on page S-6.

	Per Note	**Total**

Public Offering Price	100%	$ 2,850,000
Underwriting Discount and Commission	1.75%	$ 49,875
Proceeds to Wachovia Corporation	98.25%	$ 2,800,125

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 prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Wachovia may use this prospectus 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 prospectus 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 prospectus supplement is being used in a market-making transaction.***

Wachovia Securities

The date of this prospectus supplement is August 25, 2005.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Unless otherwise indicated, you may rely on the information contained in this prospectus supplement and the accompanying prospectus. Neither we nor the underwriter has authorized anyone to provide information different from that contained in this prospectus 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 prospectus supplement and the accompanying prospectus. Neither the delivery of this prospectus supplement nor sale of the notes means that information contained in this prospectus supplement or the accompanying prospectus is correct after their respective dates. This prospectus 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 of solicitation is unlawful.

Table of Contents

SUMMARY INFORMATION

This summary includes questions and answers that highlight selected information from this prospectus supplement and the accompanying prospectus to help you understand the LUNARS^{SM} (Leveraged Upside iNdexed Accelerated Return Securities) Linked to the Russell 2000® Index due September 30, 2006 (the notes). You should carefully read this prospectus supplement and the accompanying prospectus to fully understand the terms of the notes, the Russell 2000® Index (the Index) 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 prospectus 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 prospectus 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 prospectus supplement does not, however, refer to Wachovia Securities, LLC, member of the New York Stock Exchange and the Securities Investor Protection Corporation or Wachovia Securities Financial Network, LLC, member of the National Association of Securities Dealers, Inc. and the Securities Investor Protection Corporation, 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. All references to this prospectus supplement mean the pricing supplement contemplated in the accompanying prospectus.

What are the notes?

The notes offered by this prospectus supplement will be issued by Wachovia and will mature on September 30, 2006, the date that is 13 months from the settlement date. The return on the notes will be linked to the performance of the Index. The notes will bear no interest and no other payments will be made until maturity.

As discussed in the accompanying prospectus, the notes are debt securities and are part of a series of debt securities entitled Medium-Term Notes, Series G that Wachovia may issue from time to time. The notes will rank equally with all other unsecured and unsubordinated debt of Wachovia. For more details, see Specific Terms of the Notes beginning on page S-11.

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

What will I receive upon maturity of the notes?

At maturity, for each note you own, you will receive a cash payment equal to the maturity payment amount . The maturity payment amount to which you will be entitled depends on the percentage change in

Table of Contents

the level of the Index calculated based on the Index ending level (as defined below) relative to the Index starting level (as defined below):

If the Index ending level is greater than the Index starting level, the maturity payment amount per note will equal:

$$\$1{,}000 \times \left(1 + \left(2 \times \text{Index performance} \right) \right)$$

provided, however, that the maturity payment amount may not exceed $1,120 per note (the maximum payment at maturity).

If the Index ending level is equal to or less than the Index starting level, the maturity payment amount per note will equal:

$$\$1{,}000 \times \left(1 + \text{Index performance} \right)$$

If the Index ending level is zero, the maturity payment amount per note will equal $0.

The Index starting level is 657.70, the closing level of the Index on August 25, 2005.

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

The Index performance is equal to $\left(\dfrac{\text{Index ending level} \quad \text{Index starting level}}{\text{Index starting level}} \right)$

The valuation date means September 25, 2006, the fifth scheduled trading day prior to the maturity date. However, if that day occurs on a day that is a disrupted day or is not a scheduled trading day, the valuation date will be postponed until the next succeeding scheduled trading day that is not a disrupted day; provided that in no event will the valuation date be postponed by more than five scheduled trading days. If the valuation date is postponed to the last possible day but that day is a disrupted day or is not a scheduled trading day, that date will nevertheless be the valuation date. *If the valuation date is postponed, then the maturity date of the notes will be postponed by an equal number of scheduled trading days*.

You should understand that the opportunity to participate in the possible increases in the level of the Index through an investment in the notes is limited because the amount that you receive at maturity will never exceed the maximum payment at maturity. The maximum payment at maturity represents a maximum appreciation on the notes equal to 12% over the principal amount of the notes. However, in the event that the Index ending level is less than the Index starting level, the amount you will receive at maturity will be proportionately less than the principal amount of the notes. ***Accordingly, if the level of the Index declines in this manner, you will lose some or all of your principal.***

Table of Contents

Hypothetical Examples

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

Index starting level: 657.70

Maximum payment at maturity: $1,120

Example 1 The hypothetical Index ending level is equal to 50% of the Index starting level:

Hypothetical Index ending level: 328.85

$$\text{Maturity payment amount (per note)} = \$1{,}000 \text{ x } \left(1 + \left(\frac{328.85 \quad 657.70}{657.70} \right) \right) = \$500$$

Since the hypothetical Index ending level is *less* than the Index starting level, you would lose some of your principal based on the percentage change in the level of the Index. Your total cash payment at maturity would be $500 per note, representing a 50% total loss of the principal amount of your notes.

Example 2 The hypothetical Index ending level is equal to 104% of the Index starting level:

Hypothetical Index ending level: 684.01

$$\text{Maturity payment amount (per note)} = \$1{,}000 \text{ x } \left(1 + \left(2 \text{ x } \left(\frac{684.01 \quad 657.70}{657.70} \right) \right) \right) = \$1{,}080$$

Since the hypothetical Index ending level is *greater* than the Index starting level, you would receive two times the amount of the percentage change in the level of the Index, subject to the maximum payment at maturity. Your total cash payment at maturity would be $1,080 per note, representing a 8% return above the principal amount of your notes.

Example 3 The hypothetical Index ending level is equal to 120% of the Index starting level:

Hypothetical Index ending level: 789.24

$$\text{Maturity payment amount (per note)} = \quad \$1{,}000 \text{ x} \left(1 + \left(2 \text{ x} \left(\frac{789.24 \quad 657.70}{657.70} \right) \right) \right) \quad = \quad \$1{,}400$$

(subject to the $1,120 maximum payment at maturity)

Since the hypothetical Index ending level is *greater* than the Index starting level, you would receive two times the amount of the percentage change in the level of the Index, subject to the maximum payment at maturity. Although the calculation of the maturity payment amount would generate a result of $1,400 per note, your maturity payment amount would be limited to $1,120 per note, representing a 12% maximum total return. This is because the maximum payment on the notes at maturity may not exceed the maximum payment at maturity.

Table of Contents

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 two times the possible appreciation of the Index (measured by the percentage change in the level of the Index based on the Index ending level relative to the Index starting level), subject to the maximum payment at maturity equal to 12% over the principal amount of the notes. The notes are designed for investors who are also willing to make an investment that is exposed to the full downside performance risk of the Index.

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, seek principal protection for their investment and who are unwilling to make an investment exposed to any downside performance risk of the Index. 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 Index, dividend yields of the component stocks underlying the Index, the time remaining to maturity of the notes, interest rates and the volatility of the Index. 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 Index and what does the Index measure?

The Index is published by the Frank Russell Company (the Index Sponsor) and it measures the composite price performance of stocks of 2,000 companies domiciled in the United States and its territories. All 2,000 stocks are traded on the New York Stock Exchange or the American Stock Exchange, or are listed on the Nasdaq National Market, and form a part of the Russell 3000® Index. As a capitalization-weighted index, the Russell 2000® Index reflects changes in the capitalization, or market value, of its component stocks relative to the capitalization on a base date.

The Index is determined, calculated and maintained by Frank Russell Company without regard to the notes.

You should be aware that an investment in the notes does not entitle you to any ownership interest in the stocks of the companies included in the Index. For a detailed discussion of the Index, see The Russell 2000® Index beginning on page S-17.

How has the Index performed historically?

You can find a table with the month-end closing levels of the Index from January 1998 to July 2005, as well as a table with the high, low and closing levels of the Index during each calendar quarter from calendar year 2000 to the present in the section entitled The Russell 2000® Index Historical Closing Levels of the Index in this prospectus supplement. We have provided this historical information to help you evaluate the behavior of the Index in the recent past; however, past performance of the Index is not indicative of how it will perform in the future.

What about taxes?

The U.S. federal income tax consequences of an investment in the notes are complex and uncertain. By purchasing a note, you and Wachovia hereby agree, in the absence of an administrative or judicial ruling to the contrary, to characterize a note for all tax purposes as a pre-paid cash-settled forward contract linked to the level of the Index. Under this characterization of the notes, you should be required to recognize capital gain or loss to the extent that you receive cash on the maturity date or upon a sale or exchange of a note prior to the maturity date. For a further discussion, see Supplemental Tax Considerations beginning on page S-22.

Will the notes be listed on a stock exchange?

The notes will not be listed on the American Stock Exchange because the aggregate principal amount of the notes sold in this offering is below the threshold that the American Stock Exchange requires for listing on that exchange. Additionally, the notes will not be listed or displayed on any other securities exchange, the Nasdaq National 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 prospectus 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 or all of your principal. We urge you to read the detailed explanation of risks in Risk Factors beginning on page S-6.

How to reach us

You may get information about the notes by calling 1-888-215-4145 or 1-212-909-0039 and asking for the Strategic Solutions Group.

Table of Contents

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 stocks, i.e., the common stocks underlying the Index to which your notes are linked. You should carefully consider whether the notes are suited to your particular circumstances.

Your investment may result in a loss of some or all 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 level of the Index based on the Index ending level relative to the Index starting level. Because the level of the Index 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 Index ending level is less than the Index starting level, the maturity payment amount will be less than the principal amount of each note. ***Accordingly, if the level of the Index declines in this manner, you will lose some or all of your principal.***

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 standard 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.

Your return is limited and will not reflect the return of owning the common stocks underlying the Index

You should understand that the opportunity to participate in the possible appreciation in the level of the Index through an investment in the notes is limited because the amount that you receive at maturity will never exceed the maximum payment at maturity. The maximum payment at maturity represents a maximum appreciation on the notes equal to 12% over the principal amount of the notes. Although any positive return on the notes is based on double the amount of the percentage increase in the Index, in no event will the amount you receive at maturity be greater than the maximum payment at maturity equal to $1,120. However, in the event that the Index ending level is less than the Index starting level, you will realize the entire decline and will lose some or all of your principal.

Owning the notes is not the same as owning the common stocks underlying the Index

The return on your notes will not reflect the return you would realize if you actually owned and held the common stocks underlying the Index for a similar period because the maturity payment amount will be determined without taking into consideration the value of any dividends that may be paid on the common stocks underlying the Index. In addition, you will not receive any dividend payments or other distributions on the common stocks underlying the Index, and as a holder of the notes, you will not have voting rights or any other rights that the holders of the common stocks underlying the Index may have. Even if the level of the Index increases above the Index starting level during the term of the notes, the market value of the notes may not increase by the same amount. It is also possible for the level of the Index to increase while the market value of the notes declines.

Table of Contents

There may not be an active trading market for the notes

The notes will not be listed on the American Stock Exchange because the aggregate principal amount of the notes sold in this offering is below the threshold that the American Stock Exchange requires for listing on that exchange. Additionally, the notes will not be listed or displayed on any other securities exchange, the Nasdaq National 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 level of the Index. Even if a secondary market for the notes develops, it may not provide significant liquidity and we expect that transaction costs in any secondary market would 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.

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 of the notes in their inventory. 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 exacerbate the decrease in the market value of the notes caused by another factor. For example, a change in the volatility of the Index 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 level of the Index. In addition, a change in interest rates may offset other factors that would otherwise change the level of the Index, and therefore, may change the market value of the notes. The following paragraphs describe the expected impact on the market value of the notes given a change in a specific factor, assuming all other conditions remain constant.

The level of the Index is expected to affect the market value of the notes

We expect that the market value of the notes will depend substantially on the amount, if any, by which the Index ending level exceeds or does not exceed the Index starting level. If you choose to sell your notes when the level of the Index exceeds the Index starting level, you may receive substantially less than the amount that would be payable at maturity based on this level because of the expectation that the Index will continue to fluctuate until the Index ending level is determined. In addition, because the maturity payment amount on the notes will not exceed the maximum payment at maturity, we do not expect that the notes will trade in the secondary market above the maximum payment at maturity.

Changes in the volatility of the Index are expected to affect the market value of the notes

Volatility is the term used to describe the size and frequency of price and/or market fluctuations. If the volatility of the Index increases or decreases, the market value of the notes may be adversely affected.

Changes in the levels of interest rates are expected to affect the market value of the notes

We expect that changes in interest rates, even if they do not affect the level of the Index as described above, may affect the market value of the notes and may be adverse to holders of the notes.

Table of Contents

Changes in dividend yields of the stocks included in the Index are expected to affect the market value of the notes

In general, if dividend yields on the stocks included in the Index increase, we expect that the market value of the notes will decrease and, conversely, if dividend yields on these stocks decrease, we expect that the market value of the notes will increase. The return on the notes will not reflect any dividends paid on the stocks included in the Index.

Changes in our credit ratings may affect the market value of the notes

Our credit ratings are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings may affect the market value of the notes. However, because the return on your notes is dependent upon factors in addition to our ability to pay our obligations under the notes, such as the percentage change in the level of the Index shortly prior to maturity relative to the pricing date, an improvement in our credit ratings will not reduce the other investment risks related to the notes.

In general, assuming all relevant factors are held constant, we expect that the effect on the market value of the notes of a given change in some of the factors listed above will be less if it occurs later in the term of the notes than if it occurs earlier in the term of the notes.

Changes that affect the Index may affect the market value of the notes and the amount you will receive at maturity

The Index Sponsor is responsible for calculating and maintaining the Index. Any changes, such as additions, deletions or substitutions, to the Index and the manner in which these changes affect the Index or the issuers of the common stocks underlying the Index, could affect the level of the Index and, therefore, could affect the maturity payment amount, and the market value of the notes prior to maturity.

The time remaining to maturity may affect the value of the notes

The value of the notes may be affected by the time remaining to maturity. As a result of a time premium, the notes may have a value above that which would be expected based on the level of interest rates and the level of the Index at such time the longer the time remaining to maturity. A time premium results from expectations concerning the value of the Index during the period prior to maturity of the notes. As the time remaining to the maturity of the notes decreases, this time premium will likely decrease, adversely affecting the value of the notes.

Changes in geopolitical, economic, financial and other conditions may affect the securities underlying the Index

In general, geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the securities underlying the Index or stock markets generally may affect the Index ending level and, therefore, the maturity payment amount.

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

Wachovia and its affiliates are not affiliated with the Index Sponsor in any way (except for licensing arrangements discussed below under The Russell 2000® Index) and have no ability to control or predict its actions, including any errors in or discontinuation of disclosure regarding its methods or policies relating to the calculation of the Index. If the Index Sponsor discontinues or suspends the calculation of the Index, it may become difficult to determine the market value of the notes or the maturity payment amount. The calculation agent may designate a successor index selected in its sole discretion. If the calculation agent determines in its sole discretion that no successor index comparable to the Index exists, the amount you receive at maturity will be determined by the calculation agent in its sole discretion. See Specific Terms of the Notes Market Disruption Event on page S-14 and Specific Terms of the Notes Discontinuation of the Index; Adjustments to the Index on page S-12. The Index Sponsor is not involved in the offer of the notes in any way and has no obligation to consider your interest as an owner of notes in taking any actions that might affect the value of your notes.

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

We have derived the information about the Index Sponsor and the Index in this prospectus supplement from publicly available information, without independent verification. Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about the Index or the Index Sponsor contained in this prospectus supplement. You, as an investor in the notes, should make your own investigation into the Index and the Index Sponsor.

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

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

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-25, we or one or more of our affiliates may hedge our obligations under the notes by purchasing stocks underlying the Index, futures or options on the Index or stocks underlying the Index, or exchange-traded funds or other derivative instruments with returns linked or related to changes in the trading prices of stocks underlying the Index or the level of the Index, and we may adjust these hedges by, among other things, purchasing or selling stocks underlying the Index, futures, options, or exchange-traded funds or other derivative instruments with returns linked to the Index or the stocks underlying the Index at any time. Although they are not expected to, any of these hedging activities may adversely affect the trading prices of stocks underlying the Index and/or the level of the Index and, therefore, the market value of the notes. It is possible that we or one or more of our affiliates could receive substantial returns from these hedging activities while the market value of the notes declines.

The inclusion of commissions and projected profits from hedging in the 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.

Table of Contents

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

The valuation date and, therefore, determination of the Index ending level 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 the Index. If a postponement occurs, the calculation agent will use the closing level of the Index on the next succeeding scheduled trading day on which no market disruption event occurs or is continuing as the Index ending level. 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 the Index after the valuation date. See Specific Terms of the Notes Market Disruption Event beginning on page S-14.

Potential conflicts of interest could arise

Our subsidiary, WBNA, is our agent for the purposes of calculating the Index ending level and the maturity payment amount. Under certain circumstances, WBNA s 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 level of the Index 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 discontinuance of the Index. See the sections entitled Specific Terms of the Notes Discontinuance of the Index; Adjustments to the Index on page S-12 and Specific Terms of the Notes Market Disruption Event on page S-14. WBNA 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 stocks included in the Index. 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 stocks included in the Index. 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 stock included in the Index does not reflect any investment or sell recommendations of Wachovia or its affiliates.

Tax consequences are uncertain

You should consider the tax consequences of investing in the notes, significant aspects of which are uncertain. See Supplemental Tax Considerations on page S-22.

Certain considerations for insurance companies and employee benefit plans

A fiduciary of a pension plan or other employee benefit plan that is subject to the prohibited transaction rules of the Employee Retirement Income Security Act of 1974, as amended, which we call ERISA , or the Internal Revenue Code of 1986, as amended, and that is considering purchasing the notes with the assets of such a plan, should consult with its counsel regarding whether the purchase or holding of the notes could become a prohibited transaction under ERISA, the Internal Revenue Code or any substantially similar prohibition. These prohibitions are discussed in further detail under   Employee Retirement Income Security Act   on page S-24.

Table of Contents

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 Notes and Senior Notes , each as described in the accompanying prospectus.

This prospectus 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

While at maturity a beneficial owner of a note will receive a cash payment equal to the maturity payment amount, there will be no other payment of interest, periodic or otherwise.

Denominations

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

Offering Price

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

Payment at Maturity

At maturity, for each note you own, you will receive a cash payment equal to the maturity payment amount, as provided below. The maturity payment amount to which you will be entitled depends on the percentage change in the level of the Index calculated based on the Index ending level relative to the Index starting level.

Determination of the Maturity Payment Amount

The maturity payment amount for each note will be determined by the calculation agent as described below:

If the Index ending level is greater than the Index starting level, the maturity payment amount per note will equal:

$$\$1{,}000 \text{ x } \left(1 + \left(2 \text{ x Index performance} \right)\right)$$

provided, however, that the maturity payment amount may not exceed $1,120 per note (the maximum payment at maturity).

Table of Contents

If the Index ending level is equal to or less than the Index starting level, the maturity payment amount per note will equal:

$$\$1{,}000 \times \left(1 + \text{Index performance}\right)$$

If the Index ending level is zero, the maturity payment amount per note will be $0.

If the Index ending level is less that the Index starting level, you will lose some or all of your principal.

The Index starting level is 657.70, the closing level of the Index on August 25, 2005.

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

The Index performance is equal to $\left(\dfrac{\text{Index ending level} \quad \text{Index starting level}}{\text{Index starting level}}\right)$

The valuation date means September 25, 2006, the fifth scheduled trading day prior to the maturity date. However, if that day occurs on a day that is a disrupted day or is not a scheduled trading day, the valuation date will be postponed until the next succeeding scheduled trading day that is not a disrupted day; provided that in no event will the valuation date be postponed by more than five scheduled trading days. If the valuation date is postponed to the last possible day but that day is a disrupted day or is not a scheduled trading day, that date will nevertheless be the valuation date. *If the valuation date is postponed, then the maturity date of the notes will be postponed by an equal number of scheduled trading days*.

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

WBNA, 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.

Discontinuation of the Index; Adjustments to the Index

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

In the event that the Index Sponsor discontinues publication of the Index and:

- the calculation agent does not select a successor index, or
- the successor index is no longer published on any of the relevant scheduled trading days,

the calculation agent will compute a substitute level for the Index in accordance with the procedures last used to calculate the level of the Index before any discontinuation but using only those securities that comprised the Index prior to such discontinuation. If a successor index is selected or the calculation agent calculates a level as a substitute for the Index as described below, the successor index or level will be used as a substitute for the Index for all purposes going forward, including for purposes of determining whether a market disruption event exists, even if the Index Sponsor elects to begin republishing the Index, unless the calculation agent in its sole discretion decides to use the republished Index.

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

- the determination of the Index ending level, or
- a determination by the calculation agent that a successor index is available,

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

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

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

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

Table of Contents

Market Disruption Event

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

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

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

- an early closure.

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

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

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

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

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

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

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

Events of Default and Acceleration

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

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

HYPOTHETICAL RETURNS

The following table illustrates, for the Index starting level and a range of hypothetical Index ending levels:

- the hypothetical percentage change from the Index starting level to the hypothetical Index ending level;
- the hypothetical pre-tax annualized rate of total return of an investment in the stocks included in the Index;
- the hypothetical maturity payment amount per note;
- the hypothetical total rate of return to beneficial owners of the notes; and
- the hypothetical pre-tax annualized rate of return to beneficial owners of the notes, as more fully described below.

Table of Contents

The figures below are for purposes of illustration only. The actual maturity payment amount and the resulting total and pre-tax annualized rate of return will depend on the actual Index ending level as determined by the calculation agent as described in this prospectus supplement.

Hypothetical Index ending level	Percentage change from the Index starting level to the hypothetical Index ending level	Hypothetical pre-tax annualized rate of total return of stocks included in the Index(1)(2)	Hypothetical maturity payment amount per note	Hypothetical total rate of return on the notes	Hypothetical pre-tax annualized rate of return on the notes(1)
328.85	-50.00%	-46.85%	$500.00	-50.00%	-47.38%
361.74	-45.00%	-41.92%	$550.01	-45.00%	-42.53%
394.62	-40.00%	-37.03%	$600.00	-40.00%	-37.70%
427.51	-35.00%	-32.16%	$650.01	-35.00%	-32.91%
460.39	-30.00%	-27.32%	$700.00	-30.00%	-28.14%
493.28	-25.00%	-22.50%	$750.01	-25.00%	-23.39%
526.16	-20.00%	-17.70%	$800.00	-20.00%	-18.68%
559.05	-15.00%	-12.92%	$850.01	-15.00%	-13.98%
591.93	-10.00%	-8.17%	$900.00	-10.00%	-9.30%
624.82	-5.00%	-3.43%	$950.01	-5.00%	-4.64%
657.70(3)	0.00%	1.30%	$1,000.00	0.00%	0.00%
690.59	5.00%	6.01%	$1,100.02	10.00%	9.23%
723.47	10.00%	10.70%	$1,120.00	12.00%	11.07%
756.36	15.00%	15.38%	$1,120.00	12.00%	11.07%
789.24	20.00%	20.05%	$1,120.00	12.00%	11.07%
822.13	25.00%	24.70%	$1,120.00	12.00%	11.07%
855.01	30.00%	29.34%	$1,120.00	12.00%	11.07%
887.90	35.00%	33.97%	$1,120.00	12.00%	11.07%
920.78	40.00%	38.59%	$1,120.00	12.00%	11.07%
953.67	45.00%	43.20%	$1,120.00	12.00%	11.07%
986.55	50.00%	47.79%	$1,120.00	12.00%	11.07%

(1) The annualized rates of return specified in the preceding table are calculated on (a) annual compounding and (b) an actual/365 day count.

(2) This rate of return is solely based on the following assumptions:

(a) a quarterly dividend paid based on a constant dividend yield of 1.28% per annum;

(b) no transaction fees or expenses; and

(c) a 13-month investment term.

(3) This is also the Index starting level.

The following graph sets forth the return at maturity for a range of Index ending levels (as a percentage of the Index starting level).

Return Profile of LUNARS^{SM} vs. Index

THE RUSSELL 2000® INDEX

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

The Russell 2000® Index is calculated, published and disseminated by Frank Russell Company, and measures the composite price performance of stocks of 2,000 companies (each a component stock and collectively the component stocks) domiciled in the United States and its territories. All component stocks are traded on either the New York Stock Exchange or the American Stock Exchange or in the over-the-counter (OTC) market and are the 2,000 smallest securities that form the Russell 3000® Index, representing approximately 8.8% of the total market capitalization of the Russell 3000® Index. The Russell 3000® Index is composed of the 3,000 largest U.S. companies as determined by market capitalization and represents approximately 98% of the U.S. equity market.

The Russell 2000® Index is designed to track the performance of the small capitalization segment of the U.S. equity market.

Table of Contents

Selection of Component Stocks Included in the Russell 2000® Index

As described above, the Russell 2000® Index is a sub-group of the Russell 3000® Index. To be eligible for inclusion in the Russell 3000® Index, and, consequently, the Russell 2000® Index, a company s stocks must be listed on May 31 of a given year and Frank Russell Company must have access to documentation verifying the company s eligibility for inclusion. Only common stocks belonging to corporations domiciled in the United States and its territories are eligible for inclusion in the Russell 3000® Index and, consequently, the Russell 2000® Index. The following securities are specifically excluded from the Russell 2000® Index: (i) stocks traded on U.S. exchanges but domiciled in other countries; (ii) preferred and convertible preferred stock, redeemable shares, participating preferred stock, warrants and rights; and (iii) trust receipts, royalty trusts, limited liability companies, OTC Bulletin Board companies, pink sheets, closed-end mutual funds and limited partnerships that are traded on U.S. exchanges. In addition, the Berkshire Hathaway is excluded as a special exception.

The primary criteria used to determine the initial list of securities eligible for the Russell 3000® Index is total market capitalization, which is defined as the price of the shares times the total number of available shares. All common stock share classes are combined in determining market capitalization. If multiple share classes have been combined, the price of the primary vehicle (usually the most liquid) is used in the calculations. In cases where the common stock share classes act independently of each other (e.g., tracking stocks), each class is considered for inclusion separately. Stocks must trade at or above $1.00 on May 31 of each year to be eligible for inclusion in the Russell 2000® Index. However, if a stock falls below $1.00 intra-year, it will not be removed until the next reconstitution if it is still trading below $1.00.

The Russell 2000® Index is reconstituted annually to reflect changes in the marketplace. The list of companies is ranked based on May 31 total market capitalization, with the actual reconstitution effective on the first trading day following the final Friday of June each year. Changes in the constituents are preannounced and subject to change if any corporate activity occurs or if any new information is received prior to release.

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

Computation of the Russell 2000® Index

As a capitalization-weighted index, the Russell 2000® Index reflects changes in the capitalization, or market value, of the component stocks relative to their capitalization on a base date. The current Russell 2000® Index value is calculated by adding the market values of the Russell 2000® Index s component stocks, which are derived by multiplying the price of each stock by the number of available shares, to arrive at the total market capitalization of the 2,000 stocks. The total market capitalization is then divided by a divisor, which represents the adjusted capitalization of the Russell 2000® Index on the base date of December 31, 1986. To calculate the Russell 2000® Index, last sale prices will be used for exchange-traded and Nasdaq National Market stocks. If a component stock is not open for trading, the most recently traded price for that security will be used in calculating the Russell 2000® Index. In order to provide continuity for the Russell 2000® Index s value, the divisor is adjusted periodically to reflect events including changes in the number of common shares outstanding for component stocks, company additions or deletions, corporate restructurings and other capitalization changes.

Available shares are assumed to be shares available for trading. Exclusion of capitalization held by other listed companies and large holdings of private investors (10% or more) is based on information recorded in SEC corporate filings. Other sources are used in cases of missing or questionable data.

Table of Contents

The following types of shares are considered unavailable for the purposes of capitalization determinations:

ESOP or LESOP shares corporations that have Employee Stock Ownership Plans that comprise 10% or more of the shares outstanding are adjusted;

Corporate cross-owned shares when shares of a corporation included in the Index are held by another corporation also included in the Index, this is considered corporate cross-ownership. Any percentage held in this class will be adjusted;

Large private and corporate shares large private and corporate holdings are defined as those shares held by an individual, a group of individuals acting together or a corporation not included in the Index that own 10% or more of the shares outstanding. However, not to be included in this class are institutional holdings, which are: investment companies, partnerships, insurance companies, mutual funds, banks or venture capitals;

Unlisted share classes classes of common stock that are not traded on a U.S. securities exchange; and

Initial public offering lock-ups shares locked-up during an initial public offering are not available to the public and will be excluded from the market value at the time the initial public offering enters the Index.

Corporate Actions Affecting the Russell 2000® Index.

The following summarizes the types of Russell 2000® Index maintenance adjustments and indicates whether or not an adjustment to the Index is required.

No Replacement Rule Securities that leave the Russell 2000® Index, between reconstitution dates, for any reason (e.g., mergers, acquisitions or other similar corporate activity) are not replaced. Thus, the number of securities in the Russell 2000® Index over the past year will fluctuate according to corporate activity.

Deleted Stocks Effective on January 1, 2002, when deleting stocks from the Russell 2000® Index as a result of exchange de-listing or reconstitution, the price used will be the market price on the day of deletion, including potentially the OTC Bulletin Board price. Previously, prices used to reflect de-listed stocks were the last traded price on the primary exchange.

Exceptions There may be corporate events, like mergers or acquisitions, that result in the lack of current market price for the deleted security and in such an instance the latest primary exchange closing price available will be used.

Rule for Additions The only additions between reconstitution dates are as a result of spin-offs. Spin-off companies are added to the parent company s index and capitalization tier of membership, if the spin-off is large enough. To be eligible, the spun-off company s total market capitalization must be greater than the market-adjusted total market capitalization of the smallest security in the Russell 3000® Index at the latest reconstitution.

Rule for Corporate Action-Driven Changes Beginning April 1, 2003 changes resulting from corporate actions will generally be applied at the open of the ex-date using the previous day s closing prices. For reclassification of shares, mergers and acquisitions, spin-offs or reorganizations, adjustments will be made at the open of the ex-date using previous day closing prices. For re-incorporations and exchange de-listing, deleted entities will be removed at the open on the day following re-incorporation or delisting using previous day closing prices (including OTC prices for de-listed stocks).

Table of Contents

Quarterly IPO Additions Beginning in September 2004, eligible companies that have recently completed an initial public offering (IPO) are added to the Russell 2000® Index at the end of each calendar quarter based on total market capitalization ranking within the market-adjusted capitalization breaks established during the most recent reconstitution. Market adjustments will be made using the returns of the Russell 2000® Index. Eligible companies will be added to the Russell 2000® Index using their industry s average style probability established at the latest constitution.

In order to be added in a quarter outside of reconstitution, the IPO company must meet all Russell U.S. Index eligibility requirements. Additionally, the IPO company must meet the following criteria on the final trading day of the month prior to the quarter-end: (1) price/trade; (2) rank larger in total market capitalization that the market-adjusted smallest company in the Russell 3000® Index as of the latest June reconstitution; and (3) meet criteria (1) and (2) during an initial offering period.

Each month, the Russell 2000® Index is updated for changes to shares outstanding as companies report changes in share capital to the Commission. Effective April 30, 2002 only cumulative changes to shares outstanding greater than 5% will be reflected in the Russell 2000® Index. This does not affect treatment of major corporate events, which are effective on the ex-date.

Historical Closing Levels of the Index

Since its inception, the level of the Index has experienced significant fluctuations. Any historical upward or downward trend in the closing level of the Index during any period shown below is not an indication that the closing level of the Index is more or less likely to increase or decrease at any time during the term of the notes. The historical Index levels do not give an indication of future levels of the Index. We cannot make any assurance that the future levels of the Index or the trading prices of the component stocks will result in holders of the notes receiving an amount greater than the principal amount of their notes on the maturity date. We do not make any representation to you as to the performance of the Index.

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

The following table sets forth the level of the Index at the end of each month, in the period from January 1998 through July 31, 2005. This historical data on the Index is not indicative of the future levels of the Index or what the market value of the notes may be. Any historical upward or downward trend in the level of the Index during any period set forth below is not any indication that the level of the Index is more or less likely to increase or decrease at any time during the term of the notes.

Month-End Closing Levels of the Index

	1998	1999	2000	2001	2002	2003	2004	2005
January	430.05	427.22	496.23	508.34	483.10	372.17	580.76	624.02
February	461.83	392.26	577.71	474.37	469.36	360.52	585.56	634.06
March	480.68	397.63	539.09	450.53	506.46	364.54	590.31	615.07
April	482.89	432.81	506.25	485.32	510.67	398.68	559.80	579.38
May	456.62	438.68	476.18	496.50	487.47	441.00	568.28	616.71
June	457.39	457.68	517.23	512.80	462.65	448.37	591.52	639.66

July	419.75	444.77	500.64	484.78	392.42	476.02	551.29	679.75
August	337.95	427.83	537.89	468.56	390.96	497.42	547.93	
September	363.59	427.30	521.37	404.87	362.27	487.68	572.94	
October	378.16	428.64	497.68	428.17	373.50	528.22	583.79	
November	397.75	454.08	445.94	460.78	406.36	546.51	633.77	
December	421.96	504.75	483.53	488.50	383.09	556.91	651.57	

Table of Contents

The following table sets forth the published intra-day high and low levels of the Index, as well as the level of the Index at the end of the given period for each quarter from January 1, 2000 through June 30, 2005 and for the period from July 1, 2005 through August 25, 2005. On August 25, 2005, the closing level of the Index was 657.70. Past movements of the Index are not indicative of future Index levels.

Quarterly High, Low and Closing Level of the Index

Quarter - Start Date	Quarter - End Date	High Intra-Day Level of the Index	Low Intra-Day Level of the Index	Quarter - End Closing Level of the Index
1/1/00	3/31/00	614.16	467.56	539.09
4/1/00	6/30/00	545.90	441.56	517.23
7/1/00	9/30/00	545.71	487.39	521.37
10/1/00	12/31/00	523.41	440.76	483.53
1/1/01	3/31/01	515.22	419.70	450.53
4/1/01	6/30/01	519.89	424.64	512.80
7/1/01	9/30/01	513.28	373.62	404.87
10/1/01	12/31/01	494.71	393.00	488.50
1/1/02	3/31/02	509.19	457.05	506.46
4/1/02	6/30/02	523.79	441.76	462.65
7/1/02	9/30/02	462.63	354.11	362.27
10/1/02	12/31/02	413.64	324.90	383.09
1/1/03	3/31/03	399.55	343.06	364.54
4/1/03	6/30/03	465.73	363.73	448.37
7/1/03	9/30/03	520.61	441.22	487.68
10/1/03	12/31/03	566.74	487.68	556.91
1/1/04	3/31/04	603.16	556.13	590.31
4/1/04	6/30/04	606.42	530.68	591.52
7/1/04	9/30/04	591.52	515.90	572.94
10/1/04	12/31/04	656.11	562.82	651.57
1/1/05	3/31/05	654.30	603.75	615.07
4/1/05	6/30/05	648.19	570.03	639.66
7/1/05	8/25/05	688.51	638.93	657.70

License Agreement

Frank Russell Company and Wachovia have entered into a non-exclusive license agreement providing for the license to Wachovia and its subsidiaries, in exchange for a fee, of the right to use indices owned and published by Frank Russell Company in connection with some securities, including the notes.

Frank Russell Company does not guarantee the accuracy and/or the completeness of the Index or any data included in the Index. Frank Russell Company makes no warranty, express or implied, as to results to be obtained by the calculation agent, holders of the notes, or any other person or entity from the use of the Index or any data included in the Index in connection with the rights licensed under the license agreement described in this prospectus supplement or for any other use. Frank Russell Company makes no express or implied warranties, and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to the Index or any data included in the Index. Without limiting any of the above information, in no event will Frank Russell Company have any liability for any special, punitive, indirect or consequential damages, including lost profits, even if notified of the possibility of these damages.

The notes are not sponsored, endorsed, sold or promoted by Frank Russell Company. Frank Russell Company makes no representation or warranty, express or implied, to the owners of the notes or any member

Table of Contents

of the public regarding the advisability of investing in securities generally or in the notes particularly or the ability of the Russell 2000® Index to track general stock market performance or a segment of the same. Frank Russell Company s publication of the Russell 2000® Index in no way suggests or implies an opinion by Frank Russell Company as to the advisability of investment in any or all of the securities upon which the Russell 2000® Index is based. Frank Russell Company s only relationship to Wachovia is the licensing of certain trademarks and trade names of Frank Russell Company and of the Russell 2000® Index, which is determined, composed and calculated by Frank Russell Company without regard to Wachovia or the notes. Frank Russell Company is not responsible for and has not reviewed the notes nor any associated literature or publications and Frank Russell Company makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Frank Russell Company reserves the right, at any time and without notice, to alter, amend, terminate or in any way change the Russell 2000® Index. Frank Russell Company has no obligation or liability in connection with the administration, marketing or trading of the notes.

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SUPPLEMENTAL TAX CONSIDERATIONS

The following is a general description of certain United States federal tax considerations relating to the notes. It does not purport to be a complete analysis of all tax considerations relating to the notes. Prospective purchasers of the notes should consult their tax advisors as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of the United States of acquiring, holding and disposing of the notes and receiving payments of interest, principal and/or other amounts under the notes. This summary is based upon the law as in effect on the date of this prospectus supplement and is subject to any change in law that may take effect after such date. This summary does not address all aspects of United States federal income taxation of the notes that may be relevant to you in light of your particular circumstances, nor does it address all of your tax consequences if you are a holder of notes who is subject to special treatment under the United States federal income tax laws.

Supplemental U.S. Tax Considerations

The discussion below supplements the discussion under United States Taxation in the accompanying prospectus and is subject to the limitations and exceptions set forth therein. Except as otherwise noted under United States Alien Holders below, this discussion is only applicable to you if you are a United States holder (as defined in the accompanying prospectus).

The treatment of the notes for United States federal income tax purposes is uncertain. In the opinion of Sullivan & Cromwell LLP, it would be reasonable to treat the notes as a pre-paid cash-settled forward contract linked to the level of the Index and the terms of the notes require you and us (in the absence of an administrative or judicial ruling to the contrary) to treat the notes for all tax purposes in accordance with such

characterization. If the notes are so treated, you will recognize capital gain or loss upon the sale or maturity of your notes (which will be long-term capital gain or loss if you hold your notes for more than one year) in an amount equal to the difference between the amount you receive at such time and your tax basis in the notes. Capital gain of a non-corporate United States holder that is recognized before January 1, 2009 is generally taxed at a maximum rate of 15% where the holder has a holding period with respect to its notes of more than one year. In general, your tax basis in your notes will be equal to the price you paid for them. The deductibility of capital losses is subject to limitations.

Alternative Treatments. In light of the uncertainty as to the United States federal income tax treatment, it is possible that the notes could be treated as a single debt instrument subject to the special tax rules governing contingent debt instruments. If the notes are so treated, you would be required to accrue interest income over the term of your notes based upon the yield at which we would issue a non-contingent fixed-rate debt instrument with other terms and conditions similar to your notes (the comparable yield). You would recognize gain or loss upon the sale or maturity of your notes in an amount equal to the difference, if any, between the amount you receive at such time and your adjusted basis in your notes. In general, your adjusted basis in your notes would be equal to the amount you paid for your notes, increased by the amount of interest you previously accrued with respect to your notes. Any gain you recognize upon the sale, redemption or maturity of your notes would be ordinary income and any loss recognized by you at such time would be ordinary loss to the extent of interest you included in income in the current or previous taxable years with respect to your notes, and thereafter would be capital loss.

If the notes are treated as a contingent debt instrument and you purchase your notes in the secondary market at a price that is at a discount from, or in excess of, the adjusted issue price of the notes, such excess or discount would not be subject to the generally applicable market discount or amortizable bond premium rules described in the accompanying prospectus but rather would be subject to special rules set forth in treasury regulations governing contingent debt instruments. Accordingly, if you purchase your notes in the secondary market, you should consult your tax advisor as to the possible application of such rules to you.

Because of the absence of authority regarding the appropriate tax characterization of your notes, it is possible that the Internal Revenue Service could seek to characterize your notes in a manner that results in tax consequences to you that are different from those described above. For example, the Internal Revenue Service could characterize your notes in part as a non-equity option that is subject to special mark-to-market rules under Section 1256 of the Internal Revenue Code. You should consult your tax advisor as to the tax consequences of such characterization and any possible alternative characterizations of your notes for U.S. federal income tax purposes.

United States Alien Holders. If the notes are treated as pre-paid cash-settled forward contracts, as discussed above, and you are a United States alien holder (as defined in the accompanying prospectus), you will not be subject to United States withholding tax with respect to payments on your notes but you will be subject to generally applicable information reporting and backup withholding requirements with respect to payments on your notes unless you comply with certain certification and identification requirements as to your foreign status.

As discussed above, alternative characterizations of the notes for U.S. federal income tax purposes are possible. Should an alternative characterization of the notes, by reason of a change or clarification of the law, by regulation or otherwise, cause payments with respect to the notes to become subject to withholding tax, we will withhold tax at the applicable statutory rate. Prospective United States alien holders of the notes should consult their own tax advisors in this regard.

Table of Contents

EMPLOYEE RETIREMENT INCOME SECURITY ACT

A fiduciary of a pension, profit-sharing or other employee benefit plan (a plan) subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), should consider the fiduciary standards of ERISA in the context of the plan s particular circumstances before authorizing an investment in the notes. Accordingly, among other factors, the fiduciary should consider whether the investment would satisfy the prudence and diversification requirements of ERISA and would be consistent with the documents and instruments governing the plan, and whether the investment would involve a prohibited transaction under Section 406 of ERISA or Section 4975 of the Internal Revenue Code (the Code).

Section 406 of ERISA and Section 4975 of the Code prohibit plans, as well as individual retirement accounts and Keogh plans subject to Section 4975 of the Internal Revenue Code (also plans), from engaging in certain transactions involving plan assets with persons who are parties in interest under ERISA or disqualified persons under the Code (parties in interest) with respect to the plan or account. A violation of these prohibited transaction rules may result in civil penalties or other liabilities under ERISA and/or an excise tax under Section 4975 of the Code for those persons, unless exemptive relief is available under an applicable statutory, regulatory or administrative exemption. Certain employee benefit plans and arrangements including those that are governmental plans (as defined in section 3(32) of ERISA), certain church plans (as defined in Section 3(33) of ERISA) and foreign plans (as described in Section 4(b)(4) of ERISA) (non-ERISA arrangements) are not subject to the requirements of ERISA or Section 4975 of the Code but may be subject to similar provisions under applicable federal, state, local, foreign or other regulations, rules or laws (similar laws).

The acquisition of the notes by a plan with respect to which Wachovia, Wachovia Capital Markets, LLC or certain of our affiliates is or becomes a party in interest may constitute or result in a prohibited transaction under ERISA or Section 4975 of the Code, unless those notes are acquired pursuant to and in accordance with an applicable exemption. The U.S. Department of Labor has issued five prohibited transaction class exemptions, or PTCEs , that may provide exemptive relief if required for direct or indirect prohibited transactions that may arise from the purchase or holding of the notes. These exemptions are:

PTCE 84-14, an exemption for certain transactions determined or effected by independent qualified professional asset managers;

PTCE 90-1, an exemption for certain transactions involving insurance company pooled separate accounts;

PTCE 91-38, an exemption for certain transactions involving bank collective investment funds;

PTCE 95-60, an exemption for transactions involving certain insurance company general accounts; and

PTCE 96-23, an exemption for plan asset transactions managed by in-house asset managers.

The notes may not be purchased or held by (1) any plan, (2) any entity whose underlying assets include plan assets by reason of any plan s investment in the entity (a plan asset entity) or (3) any person investing plan assets of any plan, unless in each case the purchaser or holder is eligible for the exemptive relief available under one or more of the PTCEs listed above or another applicable similar exemption. Any purchaser or holder of the notes or any interest in the notes will be deemed to have represented by its purchase and holding of the notes that it either (1) is not a plan or a plan asset entity and is not purchasing those notes on behalf of or with plan assets of any plan or plan asset entity or (2) with respect to the purchase or holding, is eligible for the exemptive relief available under any of the PTCEs listed above or another applicable exemption. In addition, any purchaser or holder of the notes or any interest in the notes which is a non-ERISA arrangement will be deemed to have represented by its purchase and holding of the notes that its purchase and holding will not violate the provisions of any similar law.