

WACHOVIA CORP/ NC  
Form 425  
July 23, 2001

Filed by  
SunTrust  
Banks, Inc.  
Pursuant to  
Rule 425  
under the  
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Exchange  
Act of 1934

Subject  
Company:  
Wachovia  
Corporation  
Commission  
File No.  
1-9021

Date: July  
23, 2001

THE FOLLOWING IS AN ADVERTISEMENT WHICH RAN IN VARIOUS EAST COAST PUBLICATIONS ON  
JULY 22, 2001.

WACHOVIA SHAREHOLDERS: IT'S A QUESTION OF TRUST

Another example of what First Union calls "momentum"?

[Graphic omitted]

MORE FIRST UNION "MOMENTUM" 42.6%

STOCK PRICE

January 1, 1999 \$60.81  
July 19, 2001 \$34.91

"We do have momentum. We believe the market is recognizing it."

-KEN THOMPSON  
PRESIDENT AND CEO, FIRST UNION  
JULY 11, 2001

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Protect your valuable investment. Don't trust it to a management that considers this "momentum". Vote AGAINST the First Union transaction. Please sign, date and return the BLUE proxy card today.

If you have questions or need assistance voting your shares, please call INNISFREE M&A Incorporated toll-free at 877-750-9501.

[SunTrust Logo]

[www.suntrustwachoviaproposal.com](http://www.suntrustwachoviaproposal.com) \* 1-800-480-5772

On May 14, 2001, SunTrust delivered a merger proposal to the Board of Directors of Wachovia. Subject to future developments, SunTrust intends to file with the SEC a registration statement at a date or dates subsequent hereto to register the SunTrust shares to be issued in its proposed merger with Wachovia. Investors and security holders are urged to read the registration statement (when available) and any other relevant documents filed or to be filed with the SEC, as well as any amendments or supplements to those documents, because they contain (or will contain) important information. Investors and security holders may obtain a free copy of the registration statement (when available) and such other documents at the SEC's Internet Web site at [www.sec.gov](http://www.sec.gov). The registration statement (when available) and such other documents may also be obtained free of charge from SunTrust by directing such request to: SunTrust Banks, Inc., 303 Peachtree Street, N.E., Atlanta, GA 30308, Attention: Gary Peacock (404-230-5392).