

# **WACHOVIA CORP/ NC**

Filed by  
**SUNTRUST BANKS INC**

## **FORM 425**

(Filing of certain prospectuses and communications in connection with business combination transactions)

Filed 07/19/01

|             |  |
|-------------|--|
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| Telephone   | 3367705000   |
| CIK         | 0000774203   |
| SIC Code    | 6021 - National Commercial Banks                         |
| Industry    | Regional Banks   |
| Sector      | Financial  |
| Fiscal Year | 12/31  |

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|             |   |
|-------------|---|
| Address     | 100 N MAIN ST P O BOX 3099<br>WINSTON SALEM, North Carolina 27101 |
| Telephone   | 336-770-5000  |
| CIK         | 0000774203  |
| Industry    | Money Center Banks  |
| Sector      | Financial   |
| Fiscal Year | 12/31   |

Filed by SunTrust Banks, Inc.  
Pursuant to Rule 425 under the Securities  
Act of 1933 and deemed filed pursuant to  
Rule 14a-12 under the Securities Exchange Act of 1934

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

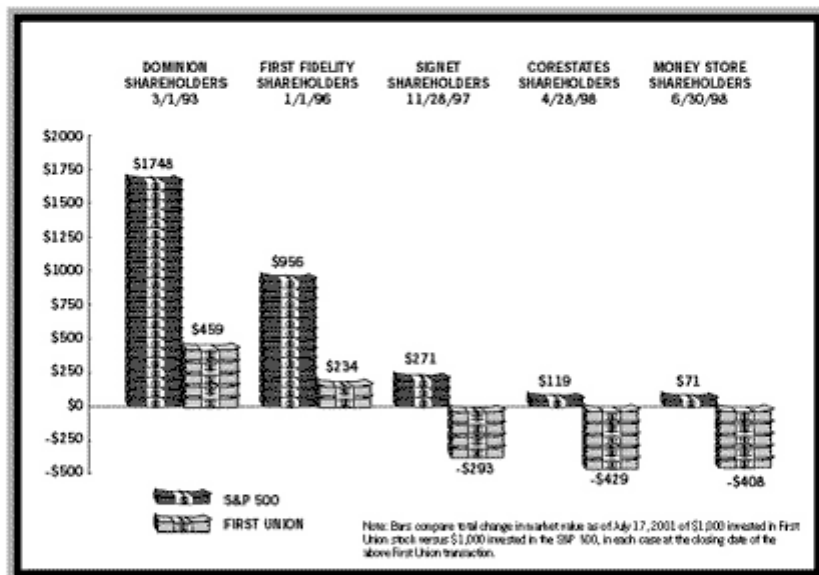
Date: July 19, 2001

The following is an advertisement which ran in The Wall Street Journal and various east coast publications today.

## WACHOVIA SHAREHOLDERS: IT'S A QUESTION OF TRUST

These shareholders probably  
wish they had said "no"  
to First Union.  
You still have that chance.

First Union's proposed merger with Wachovia is not the first time that shareholders of a financial institution have been asked to surrender their shares in exchange for First Union's stock. In each of the major First Union acquisitions shown below, shareholders would have been much better off simply by reinvesting the value of their own shares in the S&P 500 – instead of swapping their shares for First Union's.



How much are you willing to risk?

If you have questions or need assistance voting your shares, please call INNISFREE M&A Incorporated toll-free at 877-75 0-9501.

Protect your investment. Vote **AGAINST** the proposed First Union merger.  
Please sign, date and return the **BLUE** proxy card today.

**SUNTRUST**

[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 thereto 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) 438-6713.

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**End of Filing**

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