

FLEETBOSTON FINANCIAL CORP
Form S-8 POS
March 17, 2004

As filed with the Securities and Exchange Commission on March 17, 2004

Registration No. 333-100433

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FLEETBOSTON FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

RHODE ISLAND
(State or other jurisdiction of

incorporation or organization)

100 FEDERAL STREET, BOSTON, MASSACHUSETTS
(Address of Principal Executive Offices)

05-0341324
(I.R.S. Employer

Identification No.)

02110
(Zip Code)

FLEETBOSTON FINANCIAL CORPORATION

EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

GARY A. SPIESS, ESQ.

Executive Vice President, General Counsel and Secretary

FLEETBOSTON FINANCIAL CORPORATION

100 Federal Street

Boston, Massachusetts 02110

617-434-2870

JANICE B. LIVA, ESQ.

Deputy General Counsel and Assistant Secretary

FLEETBOSTON FINANCIAL CORPORATION

100 Federal Street

Boston, Massachusetts 02110

617-434-8630

(Names, addresses and telephone numbers, including area codes, of agents for service)

DEREGISTRATION OF SECURITIES

On October 9, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-100433) (the "Form S-8") registering 4,000,000 shares of the Registrant's Common Stock, \$0.01 par value (the "Shares"), to be issued to participants under the Registrant's Employee Stock Purchase Plan (the "Plan"). The Plan was terminated after an aggregate of 525,245 Shares were issued to participants under the Form S-8. This Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

FLEETBOSTON FINANCIAL CORPORATION

By: /s/ CHARLES K. GIFFORD*

Charles K. Gifford

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 has been signed by the following persons in the capacities and on the 17th day of March, 2004.

Signature

Title

/s/ CHARLES K. GIFFORD*

Charles K. Gifford

Chairman and Chief Executive Officer and Director

/s/ EUGENE M. MCQUADE

Eugene M. McQuade

President and Chief Operating Officer and Director

/s/ ROBERT C. LAMB, JR.

Robert C. Lamb, Jr.

Executive Vice President and Chief Financial Officer

/s/ ERNEST L. PUSCHAUVER*

Ernest L. Puschaver

Chief Accounting Officer

/s/ JOEL B. ALVORD*

Joel B. Alvord

Director

William Barnet, III

Director

/s/ DANIEL P. BURNHAM*

Daniel P. Burnham

Director

/s/ KIM B. CLARK*

Director

Kim B. Clark

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<u>Signature</u>	<u>Title</u>
<hr/> <i>/s/</i> PAUL J. CHOQUETTE, JR.* <hr/> Paul J. Choquette, Jr.	Director
<hr/> <i>/s/</i> JOHN T. COLLINS* <hr/> John T. Collins	Director
<hr/> <i>/s/</i> GARY L. COUNTRYMAN* <hr/> Gary L. Countryman	Director
<hr/> <i>/s/</i> MARIAN L. HEARD* <hr/> Marian L. Heard	Director
<hr/> Robert M. Kavner	Director
<hr/> <i>/s/</i> THOMAS J. MAY* <hr/> Thomas J. May	Director
<hr/> <i>/s/</i> DONALD F. MCHENRY* <hr/> Donald F. McHenry	Director
<hr/> <i>/s/</i> TERRENCE MURRAY* <hr/> Terrence Murray	Director
<hr/> Michael B. Picotte	Director
<hr/> <i>/s/</i> FRANCENE S. RODGERS* <hr/> Francene S. Rodgers	Director
<hr/> Thomas M. Ryan	Director
<hr/> T. Joseph Semrod	Director
<hr/> Paul R. Tregurtha	Director

*By: /s/ GARY A. SPIESS

Gary A. Spiess, Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post Effective Amendment No. 1 to Registration Statement No. 333-100433 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

FLEETBOSTON FINANCIAL CORPORATION

EMPLOYEE STOCK PURCHASE PLAN

By: /s/ PATRICIA CALLAHAN FAY

Patricia Callahan Fay

Director of Benefits Planning

EXHIBIT INDEX

Exhibit

Number

Exhibit

24

Power of Attorney of certain officers and directors of the Registrant*

* Previously filed.