

BROWN III EDWARD J

Form 4

February 04, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Edward J. Brown III

Bank of America Corporation

NC1-007-58-11

NC, Charlotte 28255

2. Issuer Name and Ticker or Trading Symbol

BANK OF AMERICA CORPORATION (BAC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year

2/4/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)

President Global Corporate & Investment Banking

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	2/1/ 2 003		F 1	1615	D		98559
Common Stock	12/31/ 2002		J 2	1244.44	A		14859.832

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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		(Year)	(Year)									
Preferred, Series C	Se	12/31/2002	J3	V8.04	A					Common Stock	13.5072	
Option, Right to Buy	\$48.4375							02/01/2010		Common Stock		
Option, Right to Buy	\$53.28							01/31/2011		Common Stock		
Option, Right to Buy	\$61.36							2/01/2012		Common Stock		
Option, Right to buy	\$70.03	2/3/2003	A	100000	A	4		02/03/2013		Common Stock	100000	\$70
Restricted Stock Units	1 for 1							02/15/2004		Common Stock		
Restricted Stock Units	1 for 1							2/15/2005		Common Stock		
Option, Right to Buy	\$26.8125							7/01/2005		Common Stock		
Option, Right to Buy	\$65.375							7/01/2007		Common Stock		
Option, Right to Buy	\$79.9375							7/01/2008		Common Stock		

Explanation of Responses:

- Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).
- Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
- Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
- This option vests 100% on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Edward J. Brown III

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