

Edgar Filing: FLEETBOSTON FINANCIAL CORP - Form 4

						Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)
Stock Units	1-for-1	04/01/03		A	325.8656	<u>(1)</u>	<u>(1)</u>	Common Stock	325.8656	\$24.55		D
Stock Units	1-for-1	04/01/03		I	346.9577	<u>(1)</u>	<u>(1)</u>	Common Stock	346.9577	\$24.55	15,518.8046	D

Explanation of Responses:

(1) Stock units are payable in shares of FBF common stock upon the reporting person's retirement or resignation from the Board of Directors.

By: /s/ **Martha R. Francis** **04/03/03**
Martha R. Francis, Attorney-in-Fact Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.