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FLEETBOSTON FINANCIAL CORP

Form 424B3

November 30, 2001

[FLEET LOGO]

FLEETBOSTON FINANCIAL

RULE: 424(b)(3)  
FILE NO: 333-72912

PRICING SUPPLEMENT NO. 5 DATED NOVEMBER 28, 2001

(TO PROSPECTUS SUPPLEMENT DATED NOVEMBER  
27, 2001 AND PROSPECTUS DATED NOVEMBER 21, 2001)

FLEETBOSTON FINANCIAL CORPORATION  
SENIOR MEDIUM-TERM NOTES, SERIES T (THE "SENIOR NOTES") AND  
SUBORDINATED MEDIUM-TERM NOTES, SERIES U (THE "SUBORDINATED NOTES")  
DUE 9 MONTHS OR MORE FROM DATE OF ISSUE  
FLOATING RATE NOTE

SERIES T (SENIOR) [X]		SERIES U (SUBORDINATED) [ ]	
Principal Amount:	\$500,000,000.00	CUSIP Number:	33900QBB9
Price to Public:	100.00%	ORIGINAL ISSUE DISCOUNT	
		(OID) NOTE: Yes [ ] [X] No	
		Total Amount of OID:	
Issue Date:	December 3, 2001	Yield to Maturity:	
Maturity Date:	June 3, 2003	Initial Accrual Period OID:	
Price to Issuer (as % principal):	100.0000%		
Net Proceeds to Issuer:	\$500,000,000.00		
Specified Currency (if other than U.S. Dollars):			
Interest Rate Basis:	[ ] CMT Rate	[ ] Treasury Rate	
	Designated CMT		
	Telerate Page:	[ ] Federal Funds Rate	
	Designated CMT		
	Maturity Index:	[ ] Prime Rate	
	[ ] Commercial		
	Paper Rate	[ ] Other:	
	[X] LIBOR		
	LIBOR SCREEN		
	Telerate (p 3750) [X]		
	Reuters [ ]		
	Other [ ]		
Index Maturity:	1 Month		
Spread:	plus 2 basis points		
Spread Multiplier:			
Maximum Interest Rate:			
Minimum Interest Rate:			
Initial Interest Rate:	2.16375%		
Method of Calculation:	Actual/360 [X]	Actual/Actual [ ]	30/360 [ ]
Interest Determination Dates:		[ ] One Business Day Prior to the Interest Reset Date (No Rate Cutoff)	
		[ ] Two Business Days Prior to the Interest Reset Date	
		[X] Two London Business Days Prior to the Interest Reset Date	

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Initial Interest Reset

Date: January 3, 2002  
Interest Reset Dates: Monthly on each Interest Payment Date  
Interest Payment Dates: Monthly on the 3rd day of each month commencing on January 3, 2002 and subject to modified following business day convention.

Regular Record Dates (if other than the 15th day prior to each Interest Payment Date):

Interest Reset Period: Monthly  
Interest Payment Period: Monthly

Calculation Agent (if other than Bank of New York):

Redemption:  The Notes cannot be redeemed prior to maturity  
 The Notes can be redeemed prior to maturity  
Initial Redemption Date:  
Initial Redemption Percentage:  
Annual Redemption Percentage  
Reduction:

Repayment:  The Notes cannot be repaid prior to maturity  
 The Notes can be repaid prior to maturity, at the option of the holder of the Note  
Holder's Optional Repayment Date(s):

Index Currency: Place of Payment: Authorized Denomination:  
(only if non-U.S. Dollar denominated)  
Agent: Lehman Brothers, Inc.  
Agent's Capacity:  As Principal  As Agent  
Delivery: DTC # 636

Additional Terms: