

DESOER BARBARA J
Form 4
February 05, 2003

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

Barbara J Desoer

Bank of America Corporation

NC1-007-57-02

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, Consumer Products

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							10520
Common Stock							771
Common Stock	12/31/ 2002		J 1	V 1	181.98	A	5337.825
Common Stock	12/31/ 2002		J 1	V 1	81.99	A	2720.055

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

1. Title of Derivative Security	2. Con- version or Exer- cise Price of	3. Trans- action	3A. Deemed Execuc- tion	4. Trans- action	5. Number of De- rivative Secu- rities Acqui- red (A) or Dis- posed of (D)	6. Date Exer- cisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. P- of vat- (Sec- ri-
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Derivative Security	Amount	(Month/Day/Year)	(Month/Day/Year)	Code	V	Date	Expiration Date	Title and Number of Shares
Option, Right to buy	\$48.4375						01/03/2010	Common Stock
Option, Right to buy	\$48.4375						01/03/2010	Common Stock
Option, Right to Buy	\$53.28						01/31/2011	Common Stock
Option, Right to Buy	\$53.28						01/31/2011	Common Stock
Option, Right to Buy	\$61.36	2/1/2002		A	V	1200	2/01/2012	Common Stock 1200
Option, Right to Buy	\$48.4375						1/02/2005	Common Stock
Option, Right to Buy	\$61.36	2/1/2002		A	V	400	02/01/2007	Common Stock 400
Option, Right to buy	\$70.03	2/3/2003		A		100000	02/03/2013	Common Stock 100000
Option (Right to Buy)	\$36.7011						08/05/2006	Common Stock
Option (w/LSA R) (Right to Buy)	\$95.4401						05/22/2007	Common Stock
Option (w/LSA R) (Right to Buy)	\$71.5801						05/22/2007	Common Stock
Option (W/LSA R) (Right to Buy)	\$63.6267						05/22/2007	Common Stock
Option, Right to Buy	\$50.70						5/22/2007	Common Stock
Option, Right to Buy	\$73.29						5/18/2003	Common Stock
Option, Right to Buy	\$73.29						5/18/2003	Common Stock
Option, Right to Buy	\$60.50						1/03/2004	Common Stock

Explanation of Responses:

1. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.

2. The options fully vest on February 1, 2006, or, if earlier, (i) 50% vest if the stock price closes at or above \$76.36 for ten consecutive trading days, and (ii) the remaining 50% vest if the stock price closes at or above \$91.36 for ten consecutive trading days.

3. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Barbara J Desoer

Barbara J. Desoer