

Edgar Filing: BANK OF AMERICA CORP /DE/ - Form 4

BANK OF AMERICA CORP /DE/
 Form 4
 May 02, 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
 Walter E. Massey
 830 Westview Drive SW
 GA, Atlanta 30314
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
 5/1/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
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	3A. Deemed Execu- tion	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Trans(s)	6. Date Exer- cisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities	8. P of vat Sec
Common Stock	6/28/ 2002		P	V	2.38		A		
Common Stock	9/27/ 2002		P	V	2.53		A		
Common Stock	12/27/ 2002		P	V	2.60		A		
Common Stock	3/28/ 2003		P	V	2.66	837.32	A		

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

1. Title of Derivative Security	2. Con- version or Exer- cise	3. Trans- action	3A. Deemed Execu- tion	4. Trans- action	5. Number of De rivative Secu rities Acqui red (A) or Dis	6. Date Exer- cisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities	8. P of vat Sec
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Price of Derivative Security	Expiration Date (Month/Day/Year)	Code	Amount	Proposed of (D)	Day/Year (Date)	Expiration Date (Month/Day/Year)	Title and Number of Shares
Phantom Stock	6/28/2002	A2	66.00	A			Common Stock 66.00
Phantom Stock	9/27/2002	A2	73.09	A			Common Stock 73.09
Phantom Stock	12/27/2002	A2	72.90	A			Common Stock 72.90
Phantom Stock	3/28/2003	A2	74.21	A			Common Stock 74.21
Phantom Stock	4/30/2003	A3	1627.28	A			Common Stock 1627.28
Option, Right to Buy			\$71.50			04/24/2012	Common Stock

Explanation of Responses:

1. Shares acquired under the Bank of America SharesDirect Plan.
2. Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled on death or termination of service as a director.
3. Shares represent payment of a portion of the annual retainer fee and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

SIGNATURE OF REPORTING PERSON

Walter E. Massey

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