

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
 Richard M DeMartini
 Bank of America Corporation
 NY1-301-48-02
 9 West 57th Street
 NY, New York 10019
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, Asset Management
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>
 <CAPTION>

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

1. Title of Security Indirect Ownership	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Beneficial
<S> Common Stock	<C> 	<C> 	<C> 	<C><C> 	<C> 105580	<C> D	<C>
Common Stock	12/31/ 2002	J 1	V 	1105.82 	A 	1138.298 	I Thrift Trust

<CAPTION>

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

1. Title of Security (D) or Indirect Ownership	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date (Month/ Day/	3A. Deemed Execu- tion (Month/ Day/	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)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Trans-
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(I)			(Year)	(Year)								action(s)		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Option, Right	\$61.36							2/01/	Common Stock			210000	D	
to Buy								2012						

Option, Right	\$70.03	2/3/ 20		A		100000	A	2	02/03/	Common Stock	100000	\$70.03	100000	D
to buy		03							/2013					
								2						

Restricted St	1 for 1								2/15/	Common Stock			32542	D
ock Units									2005					

Option, Right	\$49.34								March	Common Stock			310000	D
to Buy									1, 2					
									011					

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Explanation of Responses:

1. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
2. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Richard M DeMartini
Richard M. DeMartini