

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

Kenneth D. Lewis
 Bank of America Corporation

NC1-007-58-08

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)

(X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)

Chairman, President and Chief Executive Officer

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 ect (I)	7. Nature of Beneficial
Common Stock	12/31/2002		J	V 254.6	A 7550.885	I	Thrift Trust

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 ect (I)	7. Nature of Beneficial
Common Stock	12/31/2002		J	V 254.6	A 7550.885	I	Thrift Trust

<CAPTION>

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

1. Title of 10. Nature of Dir Indirect Security ect Beneficial (D) Ownership or Ind Follow ire Reported ct (I)	2. Con- Deriva- tive Secu- rity	3. Trans- action Date	3A. Deemed Execu- tion	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 ling Trans-
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	(Year)	(Year)											action(s)	
<S>	<C>	<C>	<C>	<C>	<C><C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>		
Preferred, Series C	12/31/2002		J	V	8.04	A				Common Stock	13.5072	285.2	D	
Option, Right to Buy	\$61.36							2/01/2012		Common Stock		750000	D	
Option, Right to buy	\$70.03	2/3/2010	A		200000	A	3	02/03/2013		Common Stock	200000	\$70.03	200000	D
Option, Right to Buy	\$26.8125							7/01/2005		Common Stock		400000	D	
Option, Right to Buy	\$65.375							7/01/2007		Common Stock		90000	D	
Option, Right to Buy	\$79.9375							7/01/2008		Common Stock		300000	D	
Restricted Stock Units	1 for 1							7/01/2004		Common Stock		300000	D	
Option, Right to Buy	\$74.50							7/01/2009		Common Stock		1000000	D	

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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. Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
3. These options fully vest on February 3, 2006.
SIGNATURE OF REPORTING PERSON
Kenneth D. Lewis
Kenneth D. Lewis