

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 8)

FAMILY DOLLAR STORES, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE

-----  
(Title of Class of Securities)

307000109

-----  
(CUSIP Number)

DECEMBER 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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CUSIP No. 307000109

-----  
1 NAME OF REPORTING PERSON: Bank of America Corporation

IRS IDENTIFICATION NO. OF ABOVE PERSON: 560906609  
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2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
-----

3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH:

5 Sole Voting Power: 0

6 Shared Voting Power: 14,418,327

7 Sole Dispositive Power: 0

8 Shared Dispositive Power: 14,935,984

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

14,948,634  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 8.69%  
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12 TYPE OF REPORTING PERSON: HC  
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CUSIP No. 307000109  
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1 NAME OF REPORTING PERSON: NB Holdings Corporation

IRS IDENTIFICATION NO. OF ABOVE PERSON:  
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2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a) [ ] (b) [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH:

5 Sole Voting Power: 0

6 Shared Voting Power: 14,418,327

7 Sole Dispositive Power: 0

8 Shared Dispositive Power: 14,935,984  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

14,948,634  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 8.69%  
-----

12 TYPE OF REPORTING PERSON: HC  
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CUSIP No. 307000109

-----  
1 NAME OF REPORTING PERSON: Bank of America, N.A.

IRS IDENTIFICATION NO. OF ABOVE PERSON:  
-----

2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a)  (b)   
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH:

5 SOLE VOTING POWER: 14,328,764

6 SHARED VOTING POWER: 86,632

7 SOLE DISPOSITIVE POWER: 14,846,762

8 SHARED DISPOSITIVE POWER: 86,294  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

14,945,706  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: 8.69%  
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12 TYPE OF REPORTING PERSON: BK  
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CUSIP No. 307000109

-----  
1 NAME OF REPORTING PERSON:

Banc of America Advisors, LLC

IRS IDENTIFICATION NO. OF ABOVE PERSON:  
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2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a)  (b)   
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING  
PERSON WITH:

5 SOLE VOTING POWER: 0

6 SHARED VOTING POWER: 61,830

7 SOLE DISPOSITIVE POWER: 0

8 SHARED DISPOSITIVE POWER: 61,830  
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

61,830

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: .04%

12 TYPE OF REPORTING PERSON: IA

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CUSIP No. 307000109

1 NAME OF REPORTING PERSON:

Banc of America Capital Management, LLC

IRS IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER: 81,105

6 SHARED VOTING POWER: 0

7 SOLE DISPOSITIVE POWER: 81,105

8 SHARED DISPOSITIVE POWER: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,105

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: .05%

12 TYPE OF REPORTING PERSON: IA

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CUSIP No. 307000109

1 NAME OF REPORTING PERSON:

IRS IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER: 0

6 SHARED VOTING POWER: 2,928

7 SOLE DISPOSITIVE POWER: 0

8 SHARED DISPOSITIVE POWER: 2,928

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,928

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: .00%

12 TYPE OF REPORTING PERSON: HC

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CUSIP No. 307000109

1 NAME OF REPORTING PERSON:

Banc of America Securities LLC

IRS IDENTIFICATION NO. OF ABOVE PERSON:

2 CHECK APPROPRIATE BOX IF MEMBER OF A GROUP: (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER: 2,928

6 SHARED VOTING POWER: 0

7 SOLE DISPOSITIVE POWER: 2,928

8 SHARED DISPOSITIVE POWER: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9: .00%  
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12 TYPE OF REPORTING PERSON: BD  
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ITEM 1 (a) NAME OF ISSUER:

Family Dollar Stores, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

P. O. Box 1017  
10401 Old Monroe Road  
Charlotte, NC 28201-1017

ITEM 2 (a) NAMES OF PERSONS FILING:

Bank of America Corporation  
NB Holdings Corporation  
Bank of America, N.A.  
Banc of America Advisors, LLC  
Banc of America Capital Management, LLC  
NationsBanc Montgomery Holdings Corporation  
Banc of America Securities LLC

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICES:

100 North Tryon Street  
Charlotte, NC 28255

(c) CITIZENSHIP:

United States

(d) TITLE OF CLASS OF SECURITIES:

COMMON STOCK

(e) CUSIP NUMBER: 307000109

ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b)  
OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(g)  A parent holding company or control person in accordance  
with (S) 240.13d-1(b)(1)(ii)(G)

ITEM 4 - OWNERSHIP

With respect to the beneficial ownership of each reporting person,  
see Items 5 through 8 of the cover pages to this Schedule 13G  
applicable to each such person (pp. 2-6), which are incorporated  
herein by reference.

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ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER

PERSON:

Not Applicable.

ITEM 7 - IDENTIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED  
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

NB Holdings Corporation  
Bank of America, N.A.  
Banc of America Advisors, LLC  
Banc of America Capital Management, LLC  
NationsBanc Montgomery Holdings Corporation  
Banc of America Securities LLC

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

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ITEM 10 - CERTIFICATION.

By signing below the undersigned certifies that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 11, 2003

Bank of America Corporation  
Bank of America, N.A.  
NB Holdings Corporation

BY: /s/ Charles F Bowman

Charles F Bowman  
Senior Vice President

Banc of America Capital Management, LLC  
Banc of America Advisors, LLC

BY: /s/ MICHAEL BERNADINO

Michael Bernadino as attorney-in-fact pursuant to the power of attorney dated February 14, 2002 attached hereto as exhibit B & C.

NationsBanc Montgomery Holdings Corporation

BY: /s/ Neil Cotty

Neil Cotty  
Senior Vice President

Banc of America Securities LLC

BY: /s/ MARCI L. DAFFNER

Marci L. Daffner  
Managing Director

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EXHIBIT A  
JOINT FILING AGREEMENT

The undersigned hereby agrees that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

DATE: February 11, 2003

Bank of America Corporation  
Bank of America, N.A.  
NB Holdings Corporation

BY: /s/ Charles F Bowman

Charles F Bowman  
Senior Vice President

Banc of America Capital Management, LLC  
Banc of America Advisors, LLC

BY: /s/ MICHAEL BERNADINO

Michael Bernadino as attorney-in-fact pursuant to the power of attorney dated February 14, 2002 attached hereto as exhibit B & C.

NationsBanc Montgomery Holdings Corporation

BY: /s/ Neil Cotty

Neil Cotty  
Senior Vice President

Banc of America Securities LLC

BY: /s/ MARCI L. DAFFNER

Marci L. Daffner  
Managing Director

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EXHIBIT B - POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that Banc of America Capital Management, LLC hereby makes, constitutes and appoints Michael Bernadino and Vince Faughnan, and each of them acting individually, its true and lawful attorney with power to act without any other and with full power of substitution, to prepare, execute, deliver and file in its name and on its behalf, all filings required under Section 13 of the Securities Exchange Act of 1934, and all exhibits thereto and all documents in support thereof or



supplemental thereto, and any and all amendments or supplements to the foregoing, hereby ratifying and confirming all acts and things which said attorneys or attorney might do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, Banc of America Capital Management, LLC has caused this power of attorney to be signed on its behalf as of the date indicated below.

BANC OF AMERICA CAPITAL MANAGEMENT, LLC

By: /s/ EDWARD D. BEDARD  
Edward D. Bedard  
Managing Director

February 14, 2002

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EXHIBIT C - POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that Banc of America Advisors, LLC hereby makes, constitutes and appoints Michael Bernadino and Vince Faughnan, and each of them acting individually, its true and lawful attorney with power to act without any other and with full power of substitution, to prepare, execute, deliver and file in its name and on its behalf, all filings required under Section 13 of the Securities Exchange Act of 1934, and all exhibits thereto and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, hereby ratifying and confirming all acts and things which said attorneys or attorney might do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, Banc of America Advisors, LLC has caused this power of attorney to be signed on its behalf as of the date indicated below.

BANC OF AMERICA ADVISORS, LLC

By: /s/ Edward D Bedard  
Edward D. Bedard  
Managing Director

February 14, 2002

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