

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- () Check box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).
 () Form 3 Holdings Reported
 () Form 4 Transactions Reported

1. Name and Address of Reporting Person

Barbara J Desoer
 Bank of America Corporation
 NC1-007-57-02

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/Year
 12/2002

5. If Amendment, Date of Original (Month/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 Reporting (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. Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year Price	6. Dir ect (D) or Indir ect (I)	7. Nature of Beneficial
<S> Common Stock	<C>	<C>	<C>	<C>	<C>	<C>
----- Common Stock	8/3/	2	4/F 43	728	I	Spouse
----- Common Stock Trust	001	1		5337.825	I	Thrift
----- Common Stock Trust-Spouse				2720.055	I	Thrift

<CAPTION>

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

1. Title of Derivative 10. Nature of Security Dir Indirect ect Beneficial (D) Ownership	2. Con version or Exer cise Pr	3. Date	4. Code	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. Price of Deri vative Secu	9. Number of Deriva tive Securities
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For	Derivative Security	Exercise Price	Quantity	Contract Type	Expiration Date	Exercise Date	Underlying Security	Quantity	Beneficially Owned at End of Year
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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Option, Right to buy	\$48.4375					01/03/2010	Common Stock		105000
Option, Right to buy Spouse	\$48.4375					01/03/2010	Common Stock		1200
Option, Right to Buy	\$53.28					01/31/2011	Common Stock		180000
Option, Right to Buy Spouse	\$53.28					01/31/2011	Common Stock		1200
Option, Right to Buy	\$61.36					2/01/2012	Common Stock		210000
Option, Right to Buy Spouse	\$61.36					2/01/2012	Common Stock		1200
Option, Right to Buy Spouse	\$48.4375					1/02/2005	Common Stock		180
Option, Right to Buy Spouse	\$61.36					02/01/2007	Common Stock		400
Option (Right to Buy)	\$36.7011					08/05/2006	Common Stock		13775
Option (w/LSAR) (Right to Buy)	\$95.4401					05/22/2007	Common Stock		50696
Option (w/LSAR) (Right to Buy)	\$71.5801					05/22/2007	Common Stock		33382
Option (W/LSAR) (Right to Buy)	\$63.6267					05/22/2007	Common Stock		31345

Option, Right to Buy	\$50.70						5/22/	Common Stock		145377	D
							2007				
Option, Right to Buy	\$73.29						5/18/	Common Stock		204	D
							2003				
Option, Right to Buy	\$73.29						5/18/	Common Stock		204	I
Spouse							2003				
Option, Right to Buy	\$60.50						1/03/	Common Stock		360	I
Spouse							2004				

</TABLE>

Explanation of Responses:

1. Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).

SIGNATURE OF REPORTING PERSON

Barbara J Desoer
Barbara J. Desoer