

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | |
|---|---------|---|--|---|--|
| 1. Name and Address of Reporting Person * COUNTRYMAN GARY L | | 2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2004 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| LIBERTY MUTUAL INSURANCE COMPANY, 175 BERKELEY STREET | | | 4. If Amendment, Date Original Filed (Month/Day/Year) 04/01/2004 | | |
| (Street) BOSTON, MA 02117 | | | (City) (State) (Zip) | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|-----|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/01/2004 | | A | (1) | 4,377 | A | \$ 0 (1) | 4,377 | D | |
| Common Stock | 04/01/2004 | | A | (2) | 222 | A | \$ 81.47 | 4,599 | D | |
| Common Stock | 04/01/2004 | | A | | 855.12 (3) | A | \$ 0 (1) | 5,454.12 | D | |
| Common Stock | 04/01/2004 | | A | (1) | 118 | A | \$ 0 (1) | 118 | I | Spouse Sally |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|-----|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option, Right to Buy | \$ 51.13 | 04/01/2004 | | A | (4) | 1,315 | (5) | 04/01/2007 | Common Stock | 1,315 | \$ 51.13 | 1,315 | D | |
| Option, Right to Buy | \$ 84.67 | 04/01/2004 | | A | (4) | 1,315 | (5) | 04/23/2008 | Common Stock | 1,315 | \$ 84.67 | 1,315 | D | |
| Option, Right to Buy | \$ 75.94 | 04/01/2004 | | A | (4) | 1,315 | (5) | 04/22/2009 | Common Stock | 1,315 | \$ 75.94 | 1,315 | D | |
| Director Stock Unit Plan | \$ 0 | 04/01/2004 | | A | (6) | 4,894.95 | (7) | (7) | Common Stock | 4,894.95 | (6) | 4,894.95 | D | |
| Director Stock Award Unit Plan | \$ 0 | 04/01/2004 | | A | (8) | 189.11 | (7) | (7) | Common Stock | 189.11 | (8) | 189.11 | D | |
| Director Retirement Ben Ex Program | \$ 0 | 04/01/2004 | | A | (9) | 6,504.3 | (7) | (7) | Common Stock | 6,504.3 | (9) | 6,504.3 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COUNTRYMAN GARY L LIBERTY MUTUAL INSURANCE COMPANY 175 BERKELEY STREET BOSTON, MA 02117 | X | | | |

Signatures

| | | |
|--|--|---------------------|
| Gary L. Countryman/Roger C. McClary POA | | 04/19/2004 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Received in exchange for common stock of FleetBoston Financial at an exchange ratio of .5553 of a share of Bank of America common stock for each share of FleetBoston Financial common stock in connection with the merger of FleetBoston Financial into Bank of America on April 1, 2004. The closing price of FleetBoston Financial common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(1) Shares represent payment of a portion of the annual retainer and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

(2) These shares were omitted from the reporting person's original Form 4.

Received in exchange for options to acquire FleetBoston Financial (FleetBoston) at an exchange ratio of .5553 of a share of Bank of America common stock for each share of FleetBoston common stock subject to such option in connection with the merger of FleetBoston into Bank of America on April 1, 2004. The exercise price per share of Bank of America stock issuable upon exercise of these options is equal to the exercise price per share of FleetBoston common stock at which such FleetBoston option was exercisable immediately prior to the effective time of the merger divided by .5553. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(3) This option fully vested on the effective date of the merger of FleetBoston Financial into Bank of America Corporation.

Received in exchange for FleetBoston Financial Director Deferred Compensation and Stock Unit Plan units at the rate of .5553 Bank of America units for each FleetBoston unit in connection with the merger of FleetBoston into Bank of America Corporation on April 1, 2004. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(4) Director deferral plan units may be settled in cash upon death or termination of service as a director.

Received in exchange for FleetBoston Financial BKB Director Stock Award Plan units at the rate of .5553 Bank of America units for each FleetBoston unit in connection with the merger of FleetBoston Financial into Bank of America Corporation on April 1, 2004. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

Received in exchange for FleetBoston Financial BKB Retirement Benefit Exchange Program units at the rate of .5553 Bank of America units for each FleetBoston unit in connection with the merger of FleetBoston with Bank of America Corporation on April 1, 2004. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.