

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

NationsBank Corporation
 (Exact Name of Registrant as Specified in Its Charter)

North Carolina
 (State or Other Jurisdiction
 of Incorporation or Organization)

56-0906609
 (I.R.S. Employer
 Identification No.)

NationsBank Corporate Center
 100 North Tryon Street
 Charlotte, North Carolina
 (Address of Principal Executive Offices)

28255
 (Zip Code)

NationsBank Corporation Key Employee Stock Plan
 (Full Title of the Plan)

PAUL J. POLKING, ESQ.
 General Counsel
 NationsBank Corporation
 NationsBank Corporate Center
 100 North Tryon Street
 Charlotte, North Carolina 28255
 (Name and Address of Agent for Service)

(704) 386-5000
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock	40,000,000 shares	\$77.53125	\$3,101,250,000	\$914,869

(1) Determined on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on June 30, 1998 in accordance with Rule 457(c) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act.

STATEMENT UNDER GENERAL INSTRUCTION E
 REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the NationsBank Corporation Key Employee Stock Plan is effective. Accordingly, pursuant to General Instruction E to Form S-8, NationsBank Corporation (the "Registrant") hereby incorporates by reference herein the contents of such Registration Statement on Form S-8 (Registration No. 33-60695) and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been heretofore filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1997;

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 and Current Reports on Form 8-K filed January 14, 1998, January 22, 1998, February 3, 1998, March 13, 1998, March 23, 1998, April 15, 1998, April 16, 1998, April 17, 1998 (amended by Form 8-K/A-1 filed April 24, 1998 and Form 8-K/A-2 filed May 18, 1998), May 6, 1998, and May 13, 1998; and

(c) The description of the Registrant's Common Stock contained in its registration statement filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating such description, including the Registrant's Current Report on Form 8-K filed January 22, 1998.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant will provide without charge to each participant in the NationsBank Corporation Key Employee Stock Plan, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies should be directed to Charles J. Cooley, Principal Corporate Personnel Officer, NationsBank Corporation, NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255. Telephone requests may be directed to (704) 386-5000.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

Exhibit No.	Description of Exhibit
5.1	Opinion of Paul J. Polking, Esq., General Counsel of the Registrant, as to the legality of the securities being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Paul J. Polking, Esq., General Counsel of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney and Certified Resolution.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on July 7, 1998.

NATIONSBANK CORPORATION

By: */s/ Hugh L. McColl, Jr.
Hugh L. McColl, Jr.
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
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*/s/ Hugh L. McColl, Jr.	Chief Executive Officer	July 7, 1998

Hugh L. McColl, Jr.	and Director (Principal Executive Officer)	
*s/ James H. Hance, Jr. James H. Hance, Jr.	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	July 7, 1998
*s/ Marc D. Oken Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	July 7, 1998
*s/ Charles E. Rice Charles E. Rice	Chairman of the Board and Director	July 7, 1998
*s/ Ray C. Anderson Ray C. Anderson	Director	July 7, 1998
*s/ Rita Bornstein Rita Bornstein	Director	July 7, 1998
*s/ B.A. Bridgewater, Jr. B. A. Bridgewater, Jr.	Director	July 7, 1998
Thomas E. Capps	Director	July __, 1998
Alvin R. Carpenter	Director	July __, 1998
Charles W. Coker	Director	July __, 1998
*s/ Thomas G. Cousins Thomas G. Cousins	Director	July 7, 1998
*s/ Andrew B. Craig, III Andrew B. Craig, III	Director	July 7, 1998
*s/ Alan T. Dickson Alan T. Dickson	Director	July 7, 1998
*s/ Paul Fulton Paul Fulton	Director	July 7, 1998
*s/ C. Ray Holman C. Ray Holman	Director	July 7, 1998
*s/ W. W. Johnson W. W. Johnson	Director	July 7, 1998
*s/ Kenneth D. Lewis Kenneth D. Lewis	President and Director	July 7, 1998
*s/ Russell W. Meyer, Jr. Russell W. Meyer, Jr.	Director	July 7, 1998
*s/ Richard B. Priory Richard B. Priory	Director	July 7, 1998
*s/ John C. Slane John C. Slane	Director	July 7, 1998
*s/ O. Temple Sloan, Jr.	Director	July 7, 1998

O. Temple Sloan, Jr.

*/s/ Meredith R. Spangler Director July 7, 1998
Meredith R. Spangler

*/s/ Albert E. Suter Director July 7, 1998
Albert E. Suter

*/s/ Ronald Townsend Director July 7, 1998
Ronald Townsend

*/s/ Jackie M. Ward Director July 7, 1998
Jackie M. Ward

*/s/ John A. Williams Director July 7, 1998
John A. Williams

*/s/ Virgil R. Williams Director July 7, 1998
Virgil R. Williams

*By: /s / Charles M. Berger
Charles M. Berger
Attorney-in-Fact

INDEX TO EXHIBITS

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23.3	Consent of Paul J. Polking, Esq., General Counsel of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney and Certified Resolution.

Paul J. Polking
Executive Vice President and General Counsel
NationsBank Corporation
NationsBank Corporate Center, NC1-007-20-01
Charlotte, NC 28255

Exhibit 5.1

July 7, 1998

Board of Directors
NationsBank Corporation
NationsBank Corporate Center
Charlotte, North Carolina 28255

Ladies and Gentlemen:

In connection with the proposed registration under the Securities Act of 1933, as amended, of up to 40,000,000 shares (the "Shares") of the common stock of NationsBank Corporation (the "Common Stock") to be issued pursuant to the terms of the NationsBank Corporation Key Employee Stock Plan (the "Plan"), I have examined such corporate records and other documents, including the Registration Statement on Form S-8 (the "Registration Statement") and Prospectus relating to the Shares, and have reviewed such matters of law as I have deemed necessary or

appropriate for this opinion. I have also examined a prior NationsBank Corporation Registration Statement on Form S-8 (Registration No. 33-60695) relating to the issuance of up to 28,000,000 shares of Common Stock pursuant to the Plan. Based on such examination and review, it is my opinion that the Shares have been duly and validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

I consent to be named in the Registration Statement as the attorney who passed upon the legality of the Shares, and to the filing of a copy of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Paul J. Polking

Paul J. Polking

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 9, 1998, which appears on page 46 of the NationsBank Corporation Annual Report on Form 10-K for the year ended December 31, 1997. We also consent to the incorporation by reference of our report dated April 13, 1998, which appears on page 75 of the NationsBank Corporation Current Report on Form 8-K filed April 16, 1998.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Charlotte, North Carolina
July 7, 1998

Exhibit 23.2

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 of NationsBank Corporation dated July 7, 1998 of our report dated January 20, 1998, with respect to the consolidated financial statements of BankAmerica Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
July 7, 1998

Exhibit 24.1

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of NationsBank Corporation, and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints James W. Kiser and Charles M. Berger, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) one or more Registration Statements of NationsBank Corporation on Form S-8 relating to the issuance of up to 79,500,000 shares of the Common Stock of NationsBank Corporation pursuant to the NationsBank Corporation Key Employee Stock Plan and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of NationsBank Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as NationsBank Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of

NationsBank Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, NationsBank Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

NATIONSBANK CORPORATION

By: /s/ Hugh L. McColl, Jr.
Hugh L. McColl, Jr.
Chief Executive Officer

Dated: June 24, 1998

Signature -----	Title -----	Date ----
/s/ Hugh L. McColl, Jr. Hugh L. McColl, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	June 24, 1998
/s/ James H. Hance, Jr. James H. Hance, Jr.	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	June 24, 1998
/s/ Marc D. Oken Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 24, 1998
/s/ Charles E. Rice Charles E. Rice	Chairman of the Board and Director	June 24, 1998
/s/ Ray C. Anderson Ray C. Anderson	Director	June 24, 1998
/s/ Rita Bornstein Rita Bornstein	Director	June 24, 1998
/s/ B. A. Bridgewater, Jr. B. A. Bridgewater, Jr.	Director	June 24, 1998
Thomas E. Capps	Director	June , 1998
Alvin R. Carpenter	Director	June , 1998
Charles W. Coker	Director	June , 1998
/s/ Thomas G. Cousins Thomas G. Cousins	Director	June 24, 1998
/s/ Andrew B. Craig, III Andrew B. Craig, III	Director	June 24, 1998
/s/ Alan T. Dickson Alan T. Dickson	Director	June 24, 1998
/s/ Paul Fulton Paul Fulton	Director	June 24, 1998

/s/ C. Ray Holman C. Ray Holman	Director	June 24, 1998
/s/ W. W. Johnson W. W. Johnson	Director	June 24, 1998
/s/ Kenneth D. Lewis Kenneth D. Lewis	President and Director	June 24, 1998
/s/ Russell W. Meyer, Jr. Russell W. Meyer, Jr.	Director	June 24, 1998
/s/ Richard B. Priory Richard B. Priory	Director	June 24, 1998
/s/ John C. Slane John C. Slane	Director	June 24, 1998
/s/ O. Temple Sloan, Jr. O. Temple Sloan, Jr.	Director	June 24, 1998
/s/ Meredith R. Spangler Meredith R. Spangler	Director	June 24, 1998
/s/ Albert E. Suter Albert E. Suter	Director	June 24, 1998
/s/ Ronald Townsend Ronald Townsend	Director	June 24, 1998
/s/ Jackie M. Ward Jackie M. Ward	Director	June 24, 1998
/s/ John A. Williams John A. Williams	Director	June 24, 1998
/s/ Virgil R. Williams Virgil R. Williams	Director	June 24, 1998

NationsBank Corporation

Extract of Board of Director Resolutions

June 24, 1998

RESOLVED, that James W. Kiser and Charles M. Berger be, and each of them with full power to act without the other hereby is, authorized and empowered to sign the aforesaid Registration Statements [relating to the NationsBank Corporation Key Employee Stock Plan] and any amendment or amendments thereto (including any post-effective amendments) on behalf of and as attorneys for the Corporation and on behalf of and as attorneys for any of the following: the Chief Executive Officer, the Principal Financial Officer, the Principal Accounting Officer and any other officer of the Corporation.

CERTIFICATE OF SECRETARY

I, ALLISON L. GILLIAM, Assistant Secretary of NationsBank Corporation, a corporation duly organized and existing under the laws of the State of North Carolina, do hereby certify that the foregoing is a true and correct extract of resolutions duly adopted by a majority of the entire Board of Directors of said Corporation at a meeting of said Board of Directors held on June 24, 1998, at which meeting a quorum was present and acted throughout and that said resolution is in full force and effect and has not been amended or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said corporation this 7th day of July, 1998.

(SEAL)

/s/ Allison L Gilliam
Allison L. Gilliam
Assistant Secretary