

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A-2

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

Date of Report (Date of earliest event reported): August 29, 1996

NATIONSBANK CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina	1-6523	56-0906609
-----	-----	-----
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

NationsBank Corporate Center, Charlotte, North Carolina	28255
-----	-----
(Address of principal executive offices)	Zip Code

(704) 386-5000

INFORMATION TO BE INCLUDED IN THE REPORT

The Current Report on Form 8-K dated August 29, 1996 and filed with the Securities and Exchange Commission on September 6, 1996, as amended with the Securities and Exchange Commission on September 11, 1996 is amended to add Exhibit 99.7 and to amend and restate Item 7 in its entirety as follows:

Item 7. Financial Statements and Exhibits

(a) Financial Statements of businesses acquired.

The following supplemental consolidated financial statements of Boatmen's Bancshares, Inc. are incorporated herein by reference to Exhibit 99.4 filed herewith:

1. Consolidated Balance Sheet as of December 31, 1995 and 1994.
2. Consolidated Statement of Income for the years ended December 31, 1995 and 1994.
3. Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 1995 and 1994.
4. Consolidated Statement of Cash Flows for the years ended

December 31, 1995 and 1994.

5. Notes to the Consolidated Financial Statements.

The information presented in Exhibit 99.4 with respect to the year ended December 31, 1993 is not incorporated herein.

The report of Ernst & Young LLP, independent accountants, on the supplemental consolidated financial statements of Boatmen's Bancshares, Inc. as of December 31, 1995 and 1994 and for the three years then ended is filed herewith as part of Exhibit 99.4 and the related consent is filed herewith as Exhibit 99.5. Both the opinion and consent are incorporated herein by reference.

Certain unaudited financial information regarding Boatmen's Bancshares, Inc., including (i) a consolidated balance sheet as of June 30, 1996, and consolidated statements of income, consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the six months ended June 30, 1996 and June 30, 1995, and (ii) a consolidated balance sheet as of September 30, 1996, and consolidated statements of income, consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the nine months ended September 30, 1996 and September 30, 1995, are incorporated herein by reference to Exhibit 99.6 and 99.7, respectively.

The consolidated balance sheets as of June 30, 1995 and September 30, 1995, and the consolidated statements of income for the second quarters ended June 30, 1996 and 1995 and the third quarters ended September 30, 1996 and September 30, 1995 presented in Exhibits 99.6 and 99.7 are not incorporated herein.

(b) Pro forma financial information

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

The following unaudited Pro Forma Condensed Financial Information and explanatory notes are presented to show the impact on the historical financial position and results of operations of NationsBank of the proposed combination with Boatmen's.

In accordance with the Agreement, each share of Boatmen's Common Stock outstanding at the Effective Time will be converted in the Merger into the right to receive 0.6525 of a share of NationsBank Common Stock or, at the election of each of the holders of Boatmen's Common Stock, an amount in cash in respect of each share of Boatmen's Common Stock that is equal to the Exchange Ratio times the average closing price of the NationsBank Common Stock during the 10 consecutive trading day period during which the shares of NationsBank Common Stock are traded on the New York Stock Exchange ending on the tenth calendar day immediately prior to the anticipated Effective Time (such cash consideration in the aggregate, including cash to be paid with respect to dissenting shares, not to exceed 40% of the aggregate consideration paid by NationsBank for Boatmen's Common Stock), and each share of Boatmen's preferred stock will be converted into new shares of NationsBank preferred stock having substantially similar terms.

The unaudited Pro Forma Condensed Financial Information reflects the Merger using the purchase method of accounting. The cash component of the purchase price is assumed to equal 40% of the purchase price in the unaudited Pro Forma Condensed Financial Information and is expected to be funded by NationsBank through the issuance of additional debt securities.

The unaudited Pro Forma Condensed Balance Sheet assumes that the Merger was consummated on September 30, 1996. The unaudited Pro Forma Condensed Statements of Income reflect the consolidation of the results of operations of NationsBank and Boatmen's for the year ended December 31, 1995 and the nine months ended September 30, 1996.

The unaudited Pro Forma Condensed Financial Information reflects preliminary purchase accounting adjustments. Estimates relating to the fair value of certain assets, liabilities and other items have been made as more fully described in the Notes to the unaudited Pro Forma Condensed Financial Information. Actual adjustments, which may include adjustments to additional assets, liabilities and other items, will be made on the basis of apprais-

als and evaluations as of the Effective Time and, therefore, will

differ from those reflected in the unaudited Pro Forma Condensed Financial Information.

The combined company expects to achieve substantial merger benefits including operating cost savings and revenue enhancements. The pro forma earnings, which do not reflect any direct costs, potential savings or revenue enhancements which are expected to result from the consolidation of operations of NationsBank and Boatmen's, are not indicative of the results of future operations. No assurances can be given with respect to the ultimate level of expense savings and revenue enhancements to be realized.

The unaudited Pro Forma Condensed Financial Information and explanatory notes presented also show the impact on the historical financial position and results of operations of NationsBank of the Merger and the acquisitions of Bank South, completed January 9, 1996, TAC Bancshares, Inc. and its subsidiary, Chase Federal Bank, FSB ("Chase Federal"), completed August 13, 1996, and CSF Holdings, Inc. ("CSF"), completed January 10, 1996 (collectively referred to as the "Other Acquisitions"). The Other Acquisitions are reflected net of pro forma adjustments in the unaudited Pro Forma Condensed Financial Information and explanatory notes.

The Other Acquisitions were all closed prior to September 30, 1996, and are reflected in the September 30, 1996 unaudited NationsBank historical balance sheet. The unaudited Pro Forma Condensed Statements of Income reflect the results of operations of the Other Acquisitions for the year ended December 31, 1995 and the nine months ended September 30, 1996 as if the Other Acquisitions had occurred on January 1, 1995 and January 1, 1996 respectively. The acquisition of Chase Federal and CSF are reflected in the unaudited Pro Forma Condensed Financial Information using the purchase method of accounting and the merger with Bank South is reflected as a pooling of interests. The Other Acquisitions' pro forma earnings do not reflect any direct costs, potential savings or revenue enhancements that may result from the consolidation of operations related to the Other Acquisitions, and are therefore not indicative of the results of future operations.

<TABLE>

PRO FORMA CONDENSED BALANCE SHEET
(UNAUDITED)

<CAPTION>

	SEPTEMBER 30, 1996 -----			
	NATIONS BANK ----	BOATMEN'S -----	PRO FORMA ADJUSTMENTS -----	PRO FORMA COMBINED -----
	(DOLLARS IN MILLIONS)			
<S>	<C>	<C>	<C>	<C>
ASSETS				
Cash and cash equivalents	\$ 8,866	\$ 2,233	\$	\$11,099
Time deposits placed	1,553	59		1,612
Investment securities	16,369	11,973	34 (1)	18,376
			(10,000) (2)	
Federal funds sold and securities purchased under agreements to resell	7,689	183		7,872
Trading account assets	19,709	55		19,764
Loans, leases and factored				

accounts receivable, net of unearned income	122,078	24,315		146,393
Allowance for credit losses	(2,319)	(472)		(2,791)
Premises, equipment and lease rights, net	2,752	776		3,528
Customers' acceptance liability	990	--		990
Other assets	9,984	1,572	6,324 (1)	17,913
			33 (1)	
Total assets	\$187,671	\$40,694	\$(3,609)	\$224,756
LIABILITIES				
Deposits	108,132	30,562		138,694
Borrowed funds	26,003	5,223	(10,000) (2)	21,226
Trading account liabilities	12,686	--		12,686
Acceptances outstanding	990	--		990
Accrued expenses and other liabilities	4,522	684	239 (1)	5,445
Long-term debt	22,034	644	3,855 (1)	26,533
Total liabilities	\$174,367	\$37,113	\$(5,906)	\$205,574
SHAREHOLDERS' EQUITY				
Preferred stock	\$174	\$96	\$	\$270
Common stock	3,956	158	(158) (1)	9,738
			5,782 (1)	
Surplus	--	1,209	(1,209) (1)	--
Retained earnings	9,235	2,332	(2,332) (1)	9,235
Less: Treasury stock	--	(152)	152 (1)	--
Other including loan to ESOP trust	(61)	(62)	62 (1)	(61)
Total shareholders' equity	13,304	3,581	2,297	19,182
Total liabilities and shareholders' equity	\$187,671	\$40,694	\$(3,609)	\$224,756

</TABLE>

<TABLE>

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

<CAPTION>

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1996

	NATIONSBANK	BOATMEN'S	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED	OTHER ACQUISITIONS	PRO FORMA COMBINED
	(DOLLARS <C>	IN MILLIONS, <C>	EXCEPT PER <C>	SHARE AMOUNTS) <C>	<C>	<C>
Income from Earning Assets						
Interest and fees on loans and leases	\$ 7,853	\$ 1,582	\$	\$ 9,435	\$ 55	\$ 9,490
Interest and dividends on securities	1,071	548	5 (3) (492) (5)	1,132	45	1,177
Interest on federal funds sold and securities purchased under agreements to resell	504	21		525	--	525
Trading account securities	891	3		894	--	894
Other	119	5		124	--	124
Total income from earning assets	10,438	2,159	(487)	12,110	100	12,210
Interest Expense						
Deposits	2,528	751		3,279	45	3,324
Borrowed funds	1,700	184	(455) (5)	1,429	9	1,438
Long-term debt	970	40	226 (4)	1,236	21	1,257
Other	501	--		501	--	501
Total interest expense	5,699	975	(229)	6,445	75	6,520
Net interest income	4,739	1,184	(258)	5,665	25	5,690
Provision for credit losses	455	65		520	6	526
Net credit income	4,284	1,119	(258)	5,145	19	5,164
Gains on sales of securities	34	2		36	2	38
Non-interest income	2,688	635	(3) (3)	3,320	3	3,323
Merger-related charge	118	60		178	--	178
Non-interest expense	4,212	1,094	219 (3)	5,525	25	5,550
Income before taxes	2,676	602	(480)	2,798	(1)	2,797
Income taxes	933	220	(110) (7)	1,043	--	1,043
Net income	1,743	382	(370)	1,755	(1)	1,754
Preferred dividends	11	5		16	--	16

Net income available to common shareholders	\$ 1,732	\$ 377	\$ (370)	\$ 1,739	\$ (1)	\$ 1,738
Primary earnings per common share	\$ 5.82	\$ 2.40		\$ 4.82		\$ 4.82
Fully diluted earnings per common share	\$ 5.73			\$ 4.77		\$ 4.77
Average Common Shares-- Primary	297,772	157,216		360,515		360,515
Average Common Shares-- Fully Diluted	303,077			365,820		365,820

</TABLE>

<TABLE>

PRO FORMA CONDENSED STATEMENT OF INCOME
(UNAUDITED)

<CAPTION>

FOR THE YEAR ENDED DECEMBER 31, 1995

	NATIONSBANK	BOATMEN'S	PRO FORMA ADJUSTMENTS	NATIONSBANK BOATMEN'S COMBINED	OTHER ACQUISITIONS	PRO FORMA COMBINED
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Income from Earning Assets						
Interest and fees on loans and leases	\$ 9,552	\$ 2,108	\$	\$11,660	\$ 677	\$12,337
Interest and dividends on securities	1,468	719	7 (3) (650) (5)	1,544	379	1,923
Interest on federal funds sold and securities purchased under agreements to resell	937	40		977	16	993
Trading account securities	1,097	2		1,099	1	1,100
Other	166	4		170	4	174
Total income from earning assets	13,220	2,873	(643)	15,450	1,077	16,527
Interest Expense						
Deposits	3,281	1,025		4,306	444	4,750
Borrowed funds	2,710	305	(617) (5)	2,398	195	2,593
Long-term debt	886	51	301 (4)	1,238	66	1,304
Other	896	--		896	--	896
Total interest expense	7,773	1,381	(316)	8,838	705	9,543
Net interest income	5,447	1,492	(327)	6,612	372	6,984
Provision for credit losses	382	60		442	10	452
Net credit income	5,065	1,432	(327)	6,170	362	6,532
Gains (losses) on sales of securities	29	(7)		22	9	31
Non-interest income	3,078	767	(5) (3)	3,840	165	4,005
Non-interest expense	5,181	1,451	292 (3)	6,924	438	7,362
Income before taxes	2,991	741	(624)	3,108	98	3,206
Income taxes	1,041	261	(141) (7)	1,161	27	1,188
Net income	1,950	480	(483)	1,947	71	2,018
Preferred dividends	8	7		15	6	21
Net income available to common shareholders	\$ 1,942	\$ 473	\$ (483)	\$ 1,932	\$ 65	\$ 1,997
Primary earnings per common share	\$ 7.13	\$ 3.02		\$ 5.77		\$ 5.53
Fully diluted earnings per common share	\$ 7.04			\$ 5.72		\$ 5.48
Average Common Shares-- Primary	272,480	156,664		334,671		360,979
Average Common Shares-- Fully Diluted	277,134			339,325		365,633

</TABLE>

NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION
(DOLLARS IN MILLIONS, SHARES IN THOUSANDS,
PER SHARE AMOUNTS ACTUAL)

The unaudited Pro Forma Condensed Financial Information is based on the following adjustments and related assumptions; the actual purchase accounting adjustments will be made on the basis of appraisals and evaluations as of the date of consummation of the Merger and, therefore, will differ from those reflected in the unaudited Pro Forma Condensed Financial Information.

NOTE 1

The purchase accounting adjustments to record the Merger used in the preparation of the unaudited Pro Forma Condensed Balance Sheet are summarized below:

Shares of Boatmen's Common Stock outstanding	155,256 (A)
Exchange Ratio	0.6525

NationsBank Common Stock equivalent	101,305
Consideration to be paid in NationsBank Common Stock	60% (B)
	--
NationsBank Common Stock assumed issued	60,783
Assumed NationsBank Share Price	95.125 (C)

Assumed additional shareholders' equity	\$ 5,782

Consideration to be paid in cash	40% (B)
NationsBank Common Stock assumed issued	40,522
	=====
Assumed NationsBank Share Price	\$ 95.125 (C)

Assumed cash consideration	\$ 3,855

Total purchase price	\$ 9,637
Historical net assets acquired	\$ 3,581
Less: Boatmen's preferred stock	(96)

	3,485

Premium to allocate	\$ 6,152
Adjustments to fair value of net assets acquired:	
Investment securities	34 (D)
Mortgage servicing rights	33 (E)
Deferred income taxes	(239) (F)
Intangibles	6,324 (G)

	\$ 6,152
	=====

(A) The number of shares of Boatmen's Common Stock to be exchanged will be those outstanding immediately prior to the Effective Time of the Merger. The number of shares of Boatmen's Common Stock outstanding on September 30, 1996 has been used in the pro forma computations.

(B) Each share of Boatmen's Common Stock outstanding at the Effective Time will be converted in the Merger into the right to receive 0.6525 of a share of NationsBank Common Stock or, at the election of each of the holders of Boatmen's Common Stock, an amount in cash in respect of each

share of Boatmen's Common Stock that is equal to the Exchange Ratio times the average closing price of the NationsBank Common Stock during the 10 consecutive trading day period during which the shares of NationsBank Common Stock are traded on the NYSE ending on the tenth calendar day immediately prior to the anticipated Effective Time (such cash consideration in the aggregate not to exceed 40% of the aggregate consideration paid by NationsBank for Boatmen's Common Stock). An assumed cash election of 40% has been used in the pro forma computations. The unaudited Pro Forma Condensed Financial Information reflects

funding of the cash component of the purchase price from issuance by NationsBank of additional debt securities.

- (C) NationsBank Common Stock price as of November 6, 1996.
- (D) Reflects the net appreciation in the investment securities portfolio at September 30, 1996.
- (E) Reflects the estimated fair value in excess of carrying value of mortgage servicing rights at September 30, 1996.
- (F) Represents the estimated tax liability associated with adjustments to the carrying value of investment securities, mortgage servicing rights and certain identifiable intangible assets.
- (G) Includes both identifiable intangibles and goodwill. Since the final determination of adjustments to assets and liabilities will be made based upon the fair values as of the Effective Time and after appraisals and evaluations are complete, the final amounts will differ from the estimates provided herein.

NOTE 2

Reflects the planned reduction of discretionary investment securities portfolio and related paydown of borrowed funds.

NOTE 3

The purchase accounting adjustments related to the Merger reflected in the unaudited Pro Forma Condensed Statement of Income are summarized as follows:

	NINE MONTHS ENDED SEPTEMBER 30, 1996	YEAR ENDED DECEMBER 31, 1995
	-----	-----
Interest income		
Amortization of investment securities adjustment	\$ 5	\$ 7
Noninterest income		
Amortization of mortgage servicing rights adjustment	\$ 3	\$ 5
Noninterest expense		
Amortization of incremental intangibles	\$219	\$292

NOTE 4

Purchase accounting adjustments related to NationsBank's funding of the Merger have been reflected in the unaudited Pro Forma Condensed Statements of Income as follows:

	NINE MONTHS ENDED SEPTEMBER 30, 1996	YEAR ENDED DECEMBER 31, 1995
	-----	-----
Interest expense		
Increase in interest expense on debt securities to fund the cash component of the purchase price	\$226	\$301

NOTE 5

Foregone interest income on discretionary investment security portfolio reduction and related reduction in funding cost.

	NINE MONTHS ENDED SEPTEMBER 30, 1996	YEAR ENDED DECEMBER 31, 1995
	-----	-----
Interest income	\$492	\$650
Interest expense	\$455	\$617
	----	----
	\$ 37	\$ 33

NOTE 6

The following assumptions were used in establishing the purchase accounting adjustments related to the Merger in the unaudited Pro Forma Condensed Statements of Income.

SECURITIES

Amortize the discount related to investment securities portfolio assumed to be retained into interest income on a straight-line method over the estimated maturities of the affected securities, three years.

MORTGAGE SERVICING RIGHTS

Amortize the excess of fair value over carrying value over the estimated seven year maturity of the underlying mortgages.

INTANGIBLES

Amortize the identifiable intangible value as noninterest expense over 10 years and goodwill on a straight-line basis over 25 years.

NOTE 7

Income tax expense on pro forma adjustments is reflected using a 36% tax rate.

(c) Exhibits

Exhibit -----	Description -----
------------------	----------------------

99.1	Agreement and Plan of Merger, dated as of August 29, 1996, by and between NationsBank Corporation and
------	---

Boatmen's Bancshares, Inc.*

- 99.2 Stock Option Agreement, dated as of August 29, 1996, by and between NationsBank Corporation, as grantee, and Boatmen's Bancshares, Inc., as issuer.*
- 99.3 Text of joint press release, dated August 30, 1996, issued by NationsBank Corporation and Boatmen's Bancshares, Inc.*
- 99.4 Consolidated Financial Statements of Boatmen's Bancshares, Inc. and Report of Ernst & Young LLP.*
- 99.5 Consent of Ernst & Young LLP.*
- 99.6 Unaudited Financial Information regarding Boatmen's Bancshares, Inc. as of June 30, 1996, and for the six months ended June 30, 1996 and June 30, 1995.*
- 99.7 Unaudited Financial Information regarding Boatmen's Bancshares, Inc. as of September 30, 1996, and for the nine months ended September 30, 1996 and September 30, 1995.

* Previously filed.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONSBANK CORPORATION
(Registrant)

By: /s/ Marc D. Oken

Marc D. Oken
Executive Vice
President
and Chief Accounting
Officer

Dated: November 13, 1996

EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----
99.1	Agreement and Plan of Merger, dated as of August 29, 1996, by and between NationsBank Corporation and Boatmen's Bancshares, Inc.*
99.2	Stock Option Agreement, dated as of August 29, 1996, by and between NationsBank Corporation, as grantee, and Boatmen's Bancshares, Inc., as issuer.*
99.3	Text of joint press release, dated August 30, 1996, issued by NationsBank Corporation and Boatmen's Bancshares, Inc.*
99.4	Consolidated Financial Statements of Boatmen's Bancshares, Inc. and Report of Ernst & Young LLP.*
99.5	Consent of Ernst & Young LLP.*
99.6	Unaudited Financial Information regarding Boatmen's Bancshares, Inc. as of June 30, 1996 and for the six months ended June 30, 1996 and June 30, 1995.*
99.7	Unaudited Financial Information regarding Boatmen's Bancshares, Inc. as of June 30, 1996 and for the six months ended June 30, 1996 and June 30, 1995.

* Previously filed.

Exhibit 99.7

<TABLE>

BOATMEN'S BANCSHARES, INC.
CONSOLIDATED BALANCE SHEET

<CAPTION>

(dollars in thousands) September 30, 1996 September 30, 1995 December 31, 1995

<S>	<C>	<C>	<C>
Assets			
Cash and due from banks	\$ 2,232,618	\$ 2,205,700	\$ 2,611,765
Short-term investments	59,483	61,249	83,166
Securities:			
Held to maturity	1,028,881	6,802,763	923,130
Available for sale	10,944,317	4,456,289	10,347,172
Trading	54,946	29,272	58,361
Federal funds sold and securities purchased under resale agreements	182,944	690,132	1,225,671
Loans, net of unearned income	24,314,765	24,184,336	24,050,903
Less reserve for loan losses	472,161	461,352	452,560
Loans, net	23,842,604	23,722,984	23,598,343
Property and equipment	776,366	802,170	800,502
Other assets	1,571,794	1,496,884	1,475,379
Total assets	\$40,693,953	\$40,267,443	\$41,123,489
Liabilities and Stockholders' Equity			
Liabilities:			
Demand deposits	\$ 6,914,124	\$ 6,439,523	\$ 6,894,649
Retail savings deposits and interest-bearing transaction accounts	13,006,473	12,558,120	13,510,720
Time deposits	10,641,042	11,543,491	11,572,768
Total deposits	30,561,639	30,541,134	31,978,137
Federal funds purchased and securities sold under repurchase agreements	3,277,966	3,022,423	2,902,973
Short-term borrowings	1,944,904	2,161,579	1,474,991
Capital lease obligations	38,039	39,373	39,076
Long-term debt	606,148	524,282	615,129
Other liabilities	683,526	509,015	512,436
Total liabilities	37,112,222	36,797,806	37,522,742
Redeemable preferred stock	949	1,007	961
Stockholders' Equity:			
Preferred stock	94,671	99,362	99,324
Common stock (\$1 par value; 250,000,000 shares authorized)	158,400	157,562	158,068
Surplus	1,209,335	1,205,870	1,212,838
Retained earnings	2,332,005	2,071,651	2,137,176
Treasury stock, at cost	(151,597)	(59,205)	(18,096)
Unrealized net appreciation (depreciation), available for sale securities	(62,032)	(6,610)	10,476
Total stockholders' equity	3,580,782	3,468,630	3,599,786
Total liabilities and stockholders' equity	\$40,693,953	\$40,267,443	\$41,123,489
Held to maturity securities, market value	\$ 1,062,445	\$ 6,785,734	\$ 973,801
Available for sale securities, amortized cost	11,050,447	4,467,128	10,330,233
Common stock, shares outstanding	155,256,583	155,912,820	157,591,239
Treasury shares	3,143,773	1,648,866	476,519

</TABLE>

<TABLE>

BOATMEN'S BANCSHARES, INC.
CONSOLIDATED STATEMENT OF INCOME

<CAPTION>

	Third quarter ended September 30		Nine months ended September 30	
(in thousands except share data)	1996	1995	1996	1995
<S>	<C>	<C>	<C>	<C>
Interest income				
Interest and fees on loans	\$523,691	\$540,212	\$1,582,485	\$1,569,367
Interest on short-term investments	1,207	1,146	4,431	3,247
Interest on Federal funds sold and securities purchased under resale agreements	3,196	10,218	21,135	28,383
Interest on held to maturity securities				
Taxable		93,539		285,689
Tax-exempt	16,254	13,915	48,458	41,783
Total interest on held to maturity securities	16,254	107,454	48,458	327,472
Interest on available for sale securities	174,378	68,367	500,026	217,104
Interest on trading securities	1,265	547	2,748	1,343
Total interest income	719,991	727,944	2,159,283	2,146,916
Interest expense				
Interest on deposits	246,189	262,652	751,121	760,409
Interest on Federal funds purchased and other short-term borrowings	63,679	77,862	184,116	240,588
Interest on capital lease obligations	941	972	2,831	2,925
Interest on long-term debt	12,289	11,334	36,907	34,956
Total interest expense	323,098	352,820	974,975	1,038,878
Net interest income	396,893	375,124	1,184,308	1,108,038
Provision for loan losses	19,260	12,391	64,842	33,305
Net interest income after provision for loan losses	377,633	362,733	1,119,466	1,074,733
Noninterest income				
Trust fees	52,926	50,444	159,568	148,016
Service charges	63,238	58,822	187,236	171,888
Mortgage banking revenues	23,286	20,344	67,166	60,281
Credit card	11,287	16,200	37,701	45,299
Investment banking revenues	11,788	10,588	36,367	31,326
Securities gains (losses), net	576	928	1,924	(18,074)
Other	53,164	38,091	147,250	112,106
Total noninterest income	216,265	195,427	637,212	550,842
Noninterest expense				
Staff	191,412	182,726	573,133	539,876
Net occupancy	26,454	25,617	76,961	74,409
Equipment	30,541	28,335	91,128	85,581
FDIC/SAIF insurance	26,326	1,156	31,804	34,343
Intangible amortization	9,934	11,121	30,277	32,487
Advertising	10,844	9,752	33,165	31,161
Merger expense	18,049		60,463	25,978
Other	83,419	92,778	257,624	258,209
Total noninterest expense	396,979	351,485	1,154,565	1,082,044
Income before income tax expense	196,919	206,675	602,113	543,531
Income tax expense	71,590	72,994	219,592	191,781
Net income	\$125,329	\$133,681	\$ 382,521	\$ 351,750
Net income available to common shareholders	\$123,596	\$131,923	\$ 377,288	\$ 346,461
Net income per share	\$.79	\$.84	\$2.40	\$2.21
Dividends declared per share	\$.42	\$.37	\$1.16	\$1.05

Earnings per share amounts are based on weighted average shares outstanding after adjusting net income for dividends on preferred stock. For the nine months,

average shares outstanding were 157,215,972 in 1996 and 156,577,693 in 1995.
Preferred dividends declared totaled \$5.2 million in 1996 and \$5.3 million in 1995.

</TABLE>

<TABLE>

BOATMEN'S BANCSHARES, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

<CAPTION>

Net Appreciation, (Depreciation) for (in thousands) Securities Total	Preferred Stock		Common Stock			Retained	Treasury Stock		Available	Sales
	Shares	Amount	Shares	Amount	Surplus	Earnings	Shares	Amount		
	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
BALANCE, JANUARY 1, 1995	250	\$100,000	156,084	\$156,084	\$1,171,184	\$1,886,199	(509)	\$ (14,516)	\$ (134,521)	
\$3,164,430										
Net Income	--	--	--	--	--	351,750	--	--	--	--
351,750										
Cash dividends declared:										
Common (\$1.05 per share)	--	--	--	--	--	(135,144)	--	--	--	--
(135,144)										
Redeemable preferred	--	--	--	--	--	(58)	--	--	--	--
(58)										
By pooled company prior to merger--common	--	--	--	--	--	(25,764)	--	--	--	--
(25,764)										
By pooled company prior to merger--preferred	--	--	--	--	--	(5,232)	--	--	--	--
(5,232)										
Acquisition of treasury stock	--	--	--	--	--	--	(1,962)	(68,965)	--	--
(68,965)										
Common stock issued pursuant to dividend reinvestment and employee plans	--	--	646	646	10,694	--	532	16,234	--	--
27,574										
Common stock issued upon acquisition of subsidiaries	--	--	947	947	27,566	--	289	8,008	--	--
36,521										
Adjustment for purchase of treasury stock--pooled companies	--	--	(125)	(125)	(3,921)	--	--	--	--	--
(4,046)										
Retirement of preferred stock	(1)	(500)	--	--	15	(98)	--	--	--	--
(583)										
Common stock issued upon conversion of preferred stock	--	(138)	5	5	133	--	--	--	--	--
--										
Common stock issued upon conversion of convertible subordinated debentures	--	--	5	5	65	--	1	34	--	--
104										
Adjustment of available for sale securities to market value	--	--	--	--	--	--	--	--	127,911	--
127,911										
Other, net	--	--	--	--	134	(2)	--	--	--	--
132										
BALANCE, SEPTEMBER 30, 1995	249	\$99,362	157,562	\$157,562	\$1,205,870	\$2,071,651	(1,649)	\$ (59,205)	\$ (6,610)	
\$3,468,630										
BALANCE, JANUARY 1, 1996	248	\$99,324	158,068	\$158,068	\$1,212,838	\$2,137,176	(477)	\$ (18,096)	\$10,476	
\$3,599,786										
Net Income	--	--	--	--	--	382,521	--	--	--	--
382,521										
Cash dividends declared:										
Common (\$1.16 per share)	--	--	--	--	--	(182,407)	--	--	--	--
(182,407)										
Preferred	--	--	--	--	--	(5,183)	--	--	--	--
(5,183)										
Redeemable preferred	--	--	--	--	--	(50)	--	--	--	--
(50)										
Acquisition of treasury stock	--	--	--	--	--	--	(4,476)	(203,851)	--	--

(203,851)									
Common stock issued pursuant to dividend reinvestment and employee plans	--	--	325	325	(2,649)	--	1,232	47,454	--
45,130									
Common stock issued upon acquisition of subsidiaries	--	--	--	--	621	--	431	17,076	--
17,697									
Common stock issued upon conversion of preferred stock	(8)	(4,653)	8	8	(1,303)	--	152	5,948	--
--									
Common stock issued upon conversion of convertible subordinated debentures	--	--	--	--	(130)	--	6	224	--
94									
Adjustment of available for sale securities to market value	--	--	--	--	--	--	--	--	--
(72,508)	(72,508)								
Other, net	--	--	(1)	(1)	(42)	(5)	(12)	(352)	--
(447)									

BALANCE, SEPTEMBER 30, 1996	240	\$94,671	158,400	\$158,400	\$1,209,335	\$2,332,005	(3,144)	\$(151,597)	\$(62,032)
\$3,580,782									

</TABLE>

<TABLE>

BOATMEN'S BANCSHARES, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS

<CAPTION>

Nine months ended September 30 (in thousands)	1996	1995
<S>	<C>	<C>
Net Cash provided by operating activities	\$ 657,895	\$ 554,032
Investing Activities:		
Net decrease in Federal funds sold and securities purchased under resale agreements	1,047,252	431,733
Net increase in loans	(282,525)	(1,335,019)
Proceeds from the sales of foreclosed property	21,457	30,170
Proceeds from the maturity of held to maturity securities	101,877	764,771
Purchases of held to maturity securities	(90,942)	(377,940)
Proceeds from the maturity of available for sale securities	1,920,142	842,903
Proceeds from the sales of available for sale securities	418,523	584,183
Purchases of available for sale securities	(3,173,360)	(468,732)
Net (increase) decrease in short-term investments	23,683	(16,033)
Net increase in property and equipment	(48,598)	(75,718)
Net cash received from purchase acquisitions	4,376	1,636
Net cash provided (used) by investing activities	(58,115)	381,954
Financing Activities:		
Net increase in Federal funds purchased and securities sold under repurchase agreements	374,993	35,108
Net decrease in deposits	(1,485,394)	(825,868)
Net increase (decrease) in short-term borrowings	459,913	(225,926)
Payments on long-term debt	(1,515)	(77,594)
Proceeds from the issuance of long-term debt	2,534	
Payments on capital lease obligations	(1,037)	(1,035)
Cash dividends paid	(169,688)	(151,371)
Acquisition of treasury stock	(203,851)	(68,965)
Purchase and retirement of preferred stock		(583)
Common stock issued pursuant to dividend reinvestment and employee plans	45,130	27,574
Decrease in redeemable preferred stock	(12)	(135)
Net cash used by financing activities	(978,927)	(1,288,795)
Decrease in cash and due from banks	(379,147)	(352,809)
Cash and due from banks at beginning of year	2,611,765	2,558,509
Cash and due from banks at September 30	\$ 2,232,618	\$ 2,205,700

For the nine months ended September 30, 1996 and September 30, 1995, interest paid totaled \$1.0 million in each period and income taxes paid totaled \$224 million and \$157 million, respectively. Loans transferred to foreclosed property totaled \$14 million in 1996, and \$9 million in 1995. Available for sale securities transferred to held to maturity totaled \$95

million for the nine months ended September 30, 1996. In 1995, assets and liabilities of purchased subsidiaries at dates of acquisition included investment securities of \$93 million, loans of \$168 million, other assets of \$37 million, deposits of \$258 million and other liabilities of \$3 million.

</TABLE>