

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

BA MERCHANT SERVICES, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

055239-10-7

(CUSIP Number)

James W. Kiser, Secretary
Bank of America National Trust and Savings Association
555 California Street, 6th Floor
San Francisco, California 94104
(415) 622-2091

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With a copy to:

Paul J. Polking General Counsel BankAmerica Corporation 100 North Tryon Street Charlotte, North Carolina 28255 (704) 386-5000	Rodney R. Peck Pillsbury Madison & Sutro LLP P.O. Box 7880 San Francisco, CA 94120 (415) 983-1000
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December 22, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

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SCHEDULE 13D

CUSIP NO. 055239-10-7

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:

BankAmerica Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF 0 (see Item 4)

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 32,400,000 (see Item 4)

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0 (see Item 4)

10 SHARED DISPOSITIVE POWER
WITH 32,400,000 (see Item 4)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,400,000 (see Item 4)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
66.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC, CO

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SCHEDULE 13D

CUSIP NO. 055239-10-7

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS:
Bank of America National Trust and Savings Association

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0 (see Item 4)

SHARES

SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 32,400,000 (see Item 4)

EACH

9

SOLE DISPOSITIVE POWER

REPORTING 0 (see Item 4)

PERSON

SHARED DISPOSITIVE POWER

WITH 10

32,400,000 (see Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

32,400,000 (see Item 4)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

66.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

BK

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This Amendment No. 1 to Schedule 13D is being filed jointly by Bank of America National Trust and Savings Association and BankAmerica Corporation, under Rule 12g-3(a) of the Securities Exchange Act of 1934, as amended.

Amendment No. 1 to Schedule 13D

The Reporting Persons, Bank of America National Trust and Savings Association ("Bank of America") and BankAmerica Corporation ("BankAmerica"), hereby amend and supplement the Schedule 13D filed on October 30, 1998 (the "Original Statement") with regard to BA Merchant Services, Inc. (the "Issuer") for the purpose of amending Item 4 of the Original Statement.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Original Statement is hereby amended and restated in its entirety to read as follows:

On December 22, 1998, BankAmerica and the Issuer announced the signing of a definitive merger agreement, pursuant to which each outstanding share of the Issuer's common stock other than the shares owned by BankAmerica and its affiliates will be converted into the right to receive a cash payment equal to \$20.50 per share, without interest (the "Merger"). Upon consummation of the Merger, the Issuer will become a wholly owned subsidiary of Bank of America.

The Merger was approved by the Board of Directors of BankAmerica and by the Board of Directors of the Issuer. The Board of Directors of the Issuer took such action in accordance with the recommendation of a Special Committee of such Board, which consists of Messrs. Donald R. Dixon, William E. Fisher and Hatim Tyabji, members of the Board of Directors of the Issuer who are independent of BankAmerica and its affiliates (the "Special Committee"). The Special Committee was established to review and evaluate the advisability of a previous proposal made by BankAmerica on October 22, 1998 and was advised by an independent financial advisor, Credit Suisse First Boston Corporation, and independent legal counsel.

Consummation of the Merger is subject to the receipt of the approval of the

holders of a majority of the outstanding shares of common stock of the Issuer and the satisfaction of certain other conditions. BankAmerica currently owns 66.6% of the economic interest and 95.2% of the voting power of the Issuer's common stock and has agreed to vote its shares in favor of the Merger. See Item 5.

The Issuer and BankAmerica have entered into a Memorandum of Understanding with counsel to the plaintiffs in three separate cases filed in Delaware purportedly on behalf of holders of Class A Common Stock of the Issuer. The Memorandum of Understanding sets forth terms for a proposed settlement of such cases. Any settlement is subject to final documentation and court approval. Neither the Issuer nor BankAmerica admits any liability by entering into such Memorandum of Understanding.

Although the foregoing reflects activities presently contemplated by the Reporting Persons with respect to the Issuer, the foregoing is subject to change at any time. Except as set forth in this Schedule 13D, the Reporting Persons currently have no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1: Press Release dated December 22, 1998.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 22, 1998.

BANKAMERICA CORPORATION

By /s/ Barry L. Pyle

Barry L. Pyle
Executive Vice President

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION

By /s/ Barry L. Pyle

Barry L. Pyle
Executive Vice President

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PRESS RELEASE DATED DECEMBER 22, 1998

News Release

December 22, 1998

Contacts: Dennis Wyss, Bank of America (415) 622-3010
Vince Barella, BA Merchant Services, Inc. (415) 241-7732

BANKAMERICA CORPORATION AND BA MERCHANT SERVICES, INC.
SIGN DEFINITIVE MERGER AGREEMENT AND PLAN OF MERGER

SAN FRANCISCO, Dec. 22, 1998 -- BankAmerica Corporation and BA Merchant Services, Inc. ("BAMS") announced today the signing of a definitive merger agreement. At closing, each outstanding share of BAMS (NYSE: BPI) common stock other than the shares owned by BankAmerica (NYSE: BAC), will be converted into the right to receive a cash payment equal to \$20.50 per share, without interest. BAMS will then become a wholly owned subsidiary of Bank of America National Trust and Savings Association.

The transaction is expected to be completed by the end of the first quarter of 1999.

The merger was unanimously approved today by the Board of Directors of BankAmerica and by the Board of Directors of BAMS. The Board of Directors of BAMS took such action in accordance with the recommendation of a Special Committee of the Board of Directors of BAMS. The Special Committee, which consists entirely of directors independent of BankAmerica and its affiliates and was advised by an independent financial advisor, Credit Suisse First Boston Corporation, and independent legal counsel, was established to review and evaluate the advisability of a previous proposal made by BankAmerica on October 22, 1998.

BankAmerica and BAMS also announced that an agreement in principle has been entered into with counsel to the plaintiffs in the several cases filed purportedly on behalf of BAMS' stockholders

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regarding the proposed transactions for the settlement of such cases. The settlement is subject to final documentation and court approval.

Consummation of the Merger is subject to the receipt of the approval of the holders of the common stock of BAMS. BankAmerica currently owns 66.6% of the economic interest and 95.2% of the voting power of BAMS' common stock and has agreed to vote its shares in favor of the Merger. The Class A Common Stock of BAMS is traded on the New York Stock Exchange under the symbol "BPI".

BA Merchant Services provides an array of payment processing and related information products and services to merchants who accept credit, charge and debit cards as payments for goods and services throughout the United States. BAMS is the exclusive provider of merchant processing services for Bank of America. According to industry sources, BAMS is the fifth-largest processor of merchant credit transactions and one of the largest processors of debit card transactions in the United States.

Bank of America, with \$595 billion in total assets, is the largest bank in the United States, with full service consumer and commercial operations in 22 states and the District of Columbia. Bank of America provides financial products and services to 30 million households and two million businesses, as well as providing international corporate financial services for business transactions in 190 countries. Bank of America stock is listed on New York, Pacific, London and Tokyo stock exchanges.

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