

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Bank of America Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

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

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

28255
(Zip Code)

Bank of America Corporation Key Employee Stock Plan
(Full Title of the Plan)

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

1.800.299.2265
(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 (1)
Common Stock	40,000,000 shares	\$ 60.19	\$ 2,407,600,000	\$ 221,500

(1) Pursuant to Rule 457(h)(1), the proposed maximum offering price per unit, proposed maximum aggregate offering price and registration fee are based upon a weighted average exercise price of \$60.19 per share.

**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 Registration Statements on Form S-8 relating to the Bank of America Corporation Key Employee Stock Plan are effective. Accordingly, pursuant to General Instruction E to Form S-8, Bank of America Corporation (the "Registrant") hereby incorporates by reference herein the contents of such Registration Statements on Form S-8 (Registration Nos. 33-60695, 333-58657 and 333-53664) 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, 2001;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2002, June 30, 2002 and September 30, 2002, and Current Reports on Form 8-K filed since January 1, 2002; 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 September 28, 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 Bank of America 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 addressed to: Bank of America Management Stock Plans, 388 Greenwich Street, NY1-601-01-01, 18th Floor, New York, NY 10013. To obtain information by telephone, domestic associates may call the Personnel Center at 800.556.6044, select the option for "All Other Benefits," then follow the prompts to "Stock Options." Associates outside the United States should dial the access code for their country, then 877.825.6902; and Taiwan associates should dial access code 0080.10288.0, and then 877.480.3728.

Item 8. Exhibits.

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

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
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 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 January 30, 2003.

BANK OF AMERICA CORPORATION

By: /s/ Kenneth D. Lewis

Kenneth D. Lewis
Chairman and
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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Kenneth D. Lewis _____ Kenneth D. Lewis	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	January 30, 2003
*s/ James H. Hance, Jr. _____ James H. Hance, Jr.	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	January 30, 2003
*s/ Marc D. Oken _____ Marc D. Oken	Executive Vice President and Principal Financial Executive (Principal Accounting Officer)	January 30, 2003
_____ John R. Belk	Director	January , 2003
*s/ Charles W. Coker _____ Charles W. Coker	Director	January 30, 2003
*s/ Frank Dowd, IV _____ Frank Dowd, IV	Director	January 30, 2003

*s/ Kathleen F. Feldstein Kathleen F. Feldstein	Director	January 30, 2003
Paul Fulton	Director	January 30, 2003
*s/ Donald E. Guinn Donald E. Guinn	Director	January 30, 2003
*s/ Walter E. Massey Walter E. Massey	Director	January 30, 2003
C. Steven McMillan	Director	January , 2003
Patricia E. Mitchell	Director	January , 2003
*s/ O. Temple Sloan, Jr. O. Temple Sloan, Jr.	Director	January 30, 2003
*s/ Meredith R. Spangler Meredith R. Spangler	Director	January 30, 2003
Ronald Townsend	Director	January , 2003
*s/ Jackie M. Ward Jackie M. Ward	Director	January 30, 2003

*/s/ Virgil R. Williams
Virgil R. Williams

Director

January 30, 2003

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

INDEX TO EXHIBITS

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Paul J. Polking
Executive Vice President and General Counsel
[Bank of America Corporation letterhead]

Exhibit 5.1

January 30, 2003
Board of Directors
Bank of America Corporation
Bank of America Corporate Center
Charlotte, North Carolina 28255

Ladies and Gentlemen:

In connection with the proposed registration under the Securities Act of 1933, as amended, of 40,000,000 shares (the "Shares") of the common stock of Bank of America Corporation (the "Common Stock") to be issued pursuant to the terms of the Bank of America Corporation Key Employee Stock Plan (the "Plan"), members of my staff and 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 we have deemed necessary or appropriate for this opinion. We have also examined three prior Bank of America Corporation Registration Statements on Form S-8 (Registration Nos. 33-60695, 333-58657 and 333-53664) relating to the issuance of up to 98,000,000 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

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 18, 2002 relating to the financial statements of Bank of America Corporation, which appears in the Bank of America Corporation Annual Report for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Charlotte, North Carolina
January 30, 2003

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Bank of America Corporation, and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints Charles M. Berger, James W. Kiser and Paul J. Polking, 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 Bank of America Corporation on Form S-8 relating to the issuance of shares of the Common Stock of Bank of America Corporation pursuant to the Bank of America Corporation Key Employee Stock Plan, as amended and restated, 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 Bank of America 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 Bank of America 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 Bank of America 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, Bank of America 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.

BANK OF AMERICA CORPORATION

By: /s/ Hugh L. McColl, Jr.

Hugh L. McColl, Jr.
Chairman and Chief Executive Officer
Dated: June 29, 2000

Dated: June 29, 2000

/s/ Hugh L. McColl, Jr. _____ Hugh L. McColl, Jr.	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2000
/s/ James H. Hance, Jr. _____ James H. Hance, Jr.	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	June 29, 2000
/s/ Marc D. Oken _____ Marc D. Oken	Executive Vice President and Principal Financial Executive (Principal Accounting Officer)	June 29, 2000
/s/ Charles W. Coker _____ Charles W. Coker	Director	June 29, 2000
/s/ Alan T. Dickson _____ Alan T. Dickson	Director	June 29, 2000
/s/ Frank Dowd, IV _____ Frank Dowd, IV	Director	June 29, 2000
/s/ Kathleen F. Feldstein _____ Kathleen F. Feldstein	Director	June 29, 2000
_____ Paul Fulton	Director	June , 2000
/s/ Donald E. Guinn _____ Donald E. Guinn	Director	June 29, 2000
_____ C. Ray Holman	Director	June , 2000
/s/ W.W. Johnson _____ W.W. Johnson	Director	June 29, 2000
/s/ Kenneth D. Lewis _____ Kenneth D. Lewis	President, Chief Operating Officer and Director	June 29, 2000
/s/ Walter E. Massey _____ Walter E. Massey	Director	June 29, 2000

/s/ O. Temple Sloan, Jr. _____ O. Temple Sloan, Jr.	Director	June 29, 2000
/s/ Meredith R. Spangler _____ Meredith R. Spangler	Director	June 29, 2000
_____ Ronald Townsend	Director	June , 2000
_____ Solomon D. Trujillo	Director	June , 2000
/s/ Jackie M. Ward _____ Jackie M. Ward	Director	June 29, 2000
/s/ Virgil R. Williams _____ Virgil R. Williams	Director	June 29, 2000

Bank of America Corporation
Extract of Board of Director Resolutions

June 29, 2000

RESOLVED, that Charles M. Berger, James W. Kiser and Paul J. Polking 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 Bank of America 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 Bank of America Corporation, a corporation duly organized and existing under the laws of the State of Delaware, 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 29, 2000, 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 30th day of January, 2003.

(SEAL)

/s/ Allison L. Gilliam

Allison L. Gilliam
Assistant Secretary