

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Donald E Guinn  
130 Kearny Street, Suite 3200  
CA, San Francisco 94108

2. Issuer Name and Ticker or Trading Symbol

BANK OF AMERICA CORPORATION (BAC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/11/2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
(specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person  
( ) Form filed by More than One Reporting Person

<TABLE>

<CAPTION>

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

1. Title of Security Indirect Ownership		2.	3.	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month	6. Direct (D) or Indirect (I)	7. Nature of Beneficial
		Transaction				A/			
		Date	Code	V	Amount	D	Price		

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock							18990	D

<CAPTION>

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative 10. Nature of Security Dir Indirect ect Beneficial (D) Ownership or Ind ire ct (I)	2. Con- version or Exer cise Price of Deriva- tive Secu- rity	3. Transaction	4. or Disposed of (D)	5. Number of De rivative Secu rities Acqui red (A) or Dis posed of (D)	6. Date Exer cisable and Expiration Date (Month/ Day/Year) Date Expir ation Date ble	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri vative Secu rity	9. Number of Deriva tive Securities Benefi cially Owned at End of Month
---	---	-------------------	--------------------------	--	--	---	---	---

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C> <C>										
Phantom Stock		12/10	A	43.24	A	1	1	Common Stock	43.24	22296.6602
		/ 200								

- [illegible]