

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/Day/Year

1/23/2003

5. If Amendment, Date of Original (Month/Day/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. Trans- action	2A. Exec- ution	3. Trans- action	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir (D) or (I)	7. Nature of Beneficial
	Date	Date	Code	V Amount D Price			
<S> Common Stock	<C>	<C>	<C>	<C><C>	<C> <C> 18990	<C> D	<C>

<CAPTION>

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

1. Title of Security Indirect Ownership (D) or Indirect Ownership (I)	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action	3A. Deemed Execu- tion	4. Trans- action	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)	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 Trans- action(s)
<S> <C> <C> Phantom Stock	<C>	<C>	<C>	<C> <C><C>	<C> <C> <C> <C>	<C> <C> <C> <C>	<C> <C> <C> <C>	<C> <C> <C>	<C>
	1/22/ 2		A		42.31	A	Common Stock	42.31	22565.5902 D

