

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

Edward J. Brown III
Bank of America Corporation

NC1-007-58-11

NC, Charlotte 28255

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

2/4/2003

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

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

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

President Global Corporate & Investment Banking

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 Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount V	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir ect (D) or Indir ect (I)	7. Nature of Beneficial
<S> Common Stock	<C> 2/1/ 2 003	<C> 2 1	<C> F 1	<C><C> 1615 1	<C> 98559 1	<C> D 1	<C> 1
-----	-----	-----	-----	-----	-----	-----	-----
Common Stock	12/31/ 2002	1 2	J 2	V1244.44 1	A 14859.832	I 1	Thrift Trust 1
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<CAPTION>

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

1. Title of 10. Nature of Derivative Dir/Indirect Security Beneficial (D) Ownership or Ind Follow Reported	2. Con- version or Exer Price of Deriva- tive Secu-	3. Trans- action action (Month/	3A. Deemed Execu- tion (Month/	4. Trans- action (Month/	5. Number of De rivative Secu rities Acqui red (A) or Dis posed of (D) A/Exer- Date	6. Date Exer cisable and Expiration Date	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 ling
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(I)	urity	Day/	/Day/	Code	V	Amount	ble					Trans-		
		Year)	Year)									action(s)		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Preferred, Se		12/31/		J	V	8.04	A				Common Stock	13.5072	285.2	D
ries C		2002		3										

Option, Right	\$48.4375								02/01	Common Stock			150000	D
to Buy									/2010					

Option, Right	\$53.28								01/31	Common Stock			300000	D
to Buy									/2011					

Option, Right	\$61.36								2/01/	Common Stock			250000	D
to Buy									2012					

Option, Right	\$70.03	2/3/ 20		A		100000	A	4	02/03	Common Stock	100000	\$70.03	100000	D
to buy		03							/2013					
									4					

Restricted St	1 for 1								02/15	Common Stock			6213	D
ock Units									/2004					

Restricted St	1 for 1								2/15/	Common Stock			25424	D
ock Units									2005					

Option, Right	\$26.8125								7/01/	Common Stock			200000	D
to Buy									2005					

Option, Right	\$65.375								7/01/	Common Stock			30000	D
to Buy									2007					

Option, Right	\$79.9375								7/01/	Common Stock			100000	D
to Buy									2008					

</TABLE>

Explanation of Responses:

1. Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).
2. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
3. Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
4. This option vests 100% on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Edward J. Brown III
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