```
( ) 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
  Richard M DeMartini
  Bank of America Corporation
NY1-301-48-02
9 West 57th Street
  NY, New York 10019
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, Asset Management
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 2.
                        |2A. |3. |4.Securities Acquired (A)
                                                                        |5.Amount of
                                                                                             |6.Dir |7.Nature of
Indirect
            |Trans-|Exec-|Trans | or Disposed of (D)
                                                                         | Securities
                                                                                             lect | Beneficial
Ownership
                   |action|ution |action|
                                                                         | Beneficially
                                                                                            |(D)or |
                                                                         | Owned Following | Indir |
                        | A/|
                   |Date | Date |Code|V|
                                         Amount
                                                          | D | Price | Reported Trans(s)|ect(I)|
<9>>
                   <C>
                          <C>
                                <C> <C><C>
                                                          <C> <C>
                                                                         <C>
                                                                                             <C>
                                                                                                    <C>
Common Stock
                                                                         1105580
                                                                                             | D
                         1 1
                                                                                                    |12/31/|
                               |J |V|1105.82
                                                         | A |
                                                                         |1138.298
                                                                                             | I
                                                                                                   |Thrift Trust
                   | 2002 |
                               |1 | |
<CAPTION>
Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned
1.Title of |2.Con- |3.
                           | 3A. | 4. | 5. Number of De | 6. Date Exer | 7. Title and Amount | 8. Price | 9. Number
|10.|11.Nature of|
 Derivative | version | Trans- | Deemed | Trans- | rivative Secu | cisable and | of Underlying
                                                                                         |of Deri|of Deriva
|Dir|Indirect
 Security |or Exer |action |
                                  |action| rities Acqui |Expiration | Securities
                                                                                         |vative |tive
|ect|Beneficial |
                                          | red(A) or Dis |Date(Month/|
            cise
                            |Execu-|
                                                                                          |Secu |Securities |
(D) | Ownership
            |Price of|
                            |ution |
                                          | posed of(D) | Day/Year) |
                                                                                          |rity
                                                                                                |Benefi
or |
                                                                                                 |ficially
            |Deriva- |
                                                          |Date |Expir|
IIndl
            |tive
                                         | A/|Exer-|ation| Title and Number |
                                                                                                 Owned
Follow|ire|
            |Secu- | (Month/| (Month|
                                      1 1
                                                    | D |cisa-|Date | of Shares
                                                                                        lina
Reported|ct |
                    |Day/
                            |/Day/ |Code|V| Amount | |ble |
                                                                                          1
                                                                                                 ITrans-
            |rity
```

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

WASHINGTON, D.C. 20549

FORM 4

| (I) | | Year) | Year) | I | 1 1 | I | I | I | I | | I | action(s) | I |
|-------------------------|----------------|---------|---------|---------|----------------|---------|---------|---------|----------|--------------|---------|-----------|----------|
| <s> <c> <c></c></c></s> | _ <c></c> | <c></c> | <c></c> | <c></c> | <c><c></c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | |
| Option, Right | \$61.36 | 1 | 1 | 1 | 1 1 | 1 | 1 | 2/01/ | ' Common | Stock | I | 210000 | D |
| to Buy | | | l | | | | | 2012 | | | | | - |
| Option, Right | | 2/3/ 20 |) | A | 100000 | ΙA | 2 | 02/03 | Common | Stock 100000 | \$70.03 | 100000 | D |
| to buy | į | 103 | 1 | 1 | 1 1 | 1 | 1 | /2013 | 3 | 1 | 1 | 1 | 1 |
| 1 1 | | I | I | I | 1 1 | I | I | 2 | I | I | I | I | |
| Restricted St | | | | I | | I | 1 | 2/15/ | ' Common | Stock | ı | 32542 | - D |
| ock Units | | Ι | I | I | 1 1 | I | I | 2005 | I | I | T | 1 | T |
| Option, Right | | | | I | | | ı | March | ı Common | Stock | | 310000 | _ D |
| to Buy | | 1 | 1 | 1 | 1 1 | 1 | 1 | 1, 2 | 2 | 1 | 1 | 1 | 1 |
| I | | 1 | 1 | 1 | 1 1 | 1 | 1 | 011 | 1 | 1 | 1 | 1 | ı |
| l | | | | | | | | | | | | | _ |
| l I | I I I | I | ı | I | 1 1 | ı | I | ı | I | I | I | I | |

</TABLE>

Explanation of Responses:

1. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
2. These options fully vest on February 3, 2006.
SIGNATURE OF REPORTING PERSON

Richard M DeMartini

Richard M. DeMartini