

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

Barbara J Desoer

Bank of America Corporation

NC1-007-57-02

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, Consumer Products

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 D	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir ect (D) or (I)	7. Nature of Beneficial Interest (I)
<S> Common Stock	<C>	<C>	<C>	<C><C>	<C> 10520	<C> D	<C>
Common Stock					771	I	Spouse
Common Stock	12/31/ 2002		J 1	V 181.98	A 5337.825	I	Thrift Trust
Common Stock Trust-Spouse	12/31/ 2002		J 1	V 81.99	A 2720.055	I	Thrift

<CAPTION>

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

1. Title of Derivative Security Direct Indirect (D) Ownership	2. Con- version or Exer- cise	3. Trans- action	3A. Deemed Execu-	4. Trans- action	5. Number of De- rivative Secu- rities Acqui- red (A) or Dis-	6. Date Exer- cisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities	8. Price of Deri- vative Secu	9. Number of Deriva- tive Securities
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For	Price of	ution	posed of (D)	Day/Year	ity	Benefi
Ind	Deriva-			Date   Expir		Officially
Follow	itive			A/   Exer-   ation	Title and Number	Owned
Reported	Secu-	(Month/   (Month/	D   cisa-   Date	of Shares		ling
(I)	ct   rity	Day/   /Day/   Code   V   Amount	ble			Trans-
		Year)   Year)				action(s)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
<C> <C>						
Option, Right	\$48.4375					
to buy						
Option, Right	\$48.4375					
Spouse						
to buy						
Option, Right	\$53.28					
to Buy						
Option, Right	\$53.28					
Spouse						
to Buy						
Option, Right	\$61.36	2/1/ 20	A	V	1200	A 2 2/01/
to Buy		02				2012
						2
Option, Right	\$48.4375					1/02/
Spouse						2005
to Buy						
Option, Right	\$61.36	2/1/ 20	A	V	400	A 2 02/01/
to Buy		02				2007
						2
Option, Right	\$70.03	2/3/ 20	A		100000	A 3 02/03/
to buy		03				2013
						3
Option (Right	\$36.7011					08/05/
to Buy)						2006
Option (w/LSA	\$95.4401					05/22/
R) (Right to						2007
Buy)						
Option (w/LSA	\$71.5801					05/22/

R) (Right to								/2007					
Buy)													
-----													
Option (W/LSA	\$63.6267							05/22	Common Stock			31345	D
R) (Right to								/2007					
Buy)													
-----													
Option, Right	\$50.70							5/22/	Common Stock			45377	D
to Buy								2007					
-----													
Option, Right	\$73.29							5/18/	Common Stock			204	D
to Buy								2003					
-----													
Option, Right	\$73.29							5/18/	Common Stock			204	I
Spouse													
to Buy								2003					
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Option, Right	\$60.50							1/03/	Common Stock			360	I
Spouse													
to Buy								2004					
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</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. The options fully vest on February 1, 2006, or, if earlier, (i) 50% vest if the stock price closes at or above \$76.36 for ten consecutive trading days, and (ii) the remaining 50% vest if the stock price closes at or above \$91.36 for ten consecutive trading days.
3. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Barbara J Desoer  
Barbara J. Desoer