

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

Kenneth D. Lewis

Bank of America Corporation

NC1-007-58-08

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)

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

Chairman, President and Chief Executive Officer

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 ect (D) or Indir ect (I)	7. Nature of Beneficial
	Date	Date	Code	V Amount D	Price		
<S> Common Stock	<C>	<C>	<C>	<C><C>	<C> 247008	<C> D	<C>
Common Stock	12/31/ 2002		J 1	V 254.6	A 7550.885	I	Thrift Trust

<CAPTION>

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

1. Title of 10. Derivative Dir Indirect Security ect Beneficial (D) Ownership or Ind Follow Reported (I)	2. Con- 11. Nature of Derivative or Exer 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 ling Trans-
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		(Year)	(Year)											action(s)	
<S>	<C>	<C>	<C>	<C>	<C><C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>		
Preferred, Series C		12/31/2002		J	V8.04	A				Common Stock	13.5072		285.2	D	
Option, Right to Buy	\$61.36							2/01/2012		Common Stock			750000	D	
Option, Right to buy	\$70.03	2/3/2013		A	200000	A	3	02/03/2013		Common Stock	200000	\$70.03	200000	D	
Option, Right to Buy	\$26.8125							7/01/2005		Common Stock			400000	D	
Option, Right to Buy	\$65.375							7/01/2007		Common Stock			90000	D	
Option, Right to Buy	\$79.9375							7/01/2008		Common Stock			300000	D	
Restricted Stock Units	1 for 1							7/01/2004		Common Stock			300000	D	
Option, Right to Buy	\$74.50							7/01/2009		Common Stock			1000000	D	

</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. Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
3. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Kenneth D. Lewis
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