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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
( ) Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).
( ) Form 3 Holdings Reported
( ) Form 4 Transactions Reported
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/Year
  12/2002
5. If Amendment, Date of Original (Month/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 Reporting (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
                                 |3. |4.Securities Acquired (A)
                                                                     |5.Amount of
                                                                                         |6.Dir |7.Nature of
Indirect
                                                                                         |ect | Beneficial
                           |Transaction| or Disposed of (D)
                                                                      | Securities
Ownership
                           |Date |Code|
                                                                      | Beneficially
                                                                                         |(D)or |
                               1 1
                                                       | A/|
                                                                      | Owned at
                                                                                         |Indir |
                                                       | D | Price | End of Year
                                        Amount
                                                                                         |ect(I)|
                                 <C> <C>
                                                       <C> <C>
                                                                      <C>
                                                                                         <C>
                                                                                               <C>
Common Stock
                                 |11058
                                                                                         | D
Common Stock
                          |8/3/ 2|4/F |43
                                                       | D |
                                                                     |728
                                                                                         ΙI
                                                                                              |Spouse
                          |001 |1
                                                       1
 ______
                                                                      15337.825
                                                                                        ΙI
                                                                     12720.055
Common Stock
                                                       1 1
                                                                                       ΙI
                                                                                              IThrift
Trust-Spouse
<CAPTION>
Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned
1.Title of Derivative
                     |2.Con |3. |4. |5.Number of De |6.Date Exer|7.Title and Amount |8.Price|9.Number
|10.|11.Nature of|
 Security
                      |version |Transaction rivative Secu |cisable and | of Underlying
                                                                                      lof Derilof Deriva
|Dir|Indirect
                      |or Exer |Date |Code| rities Acqui |Expiration | Securities
                                                                                      Ivative Itive
| lect|Beneficial |
                      |cise Pr |
                                  | | red(A) or Dis |Date(Month/|
                                                                                      l Secu
                                                                                            Securities
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(D)|Ownership |

			ice of		1	posed of(D))	Day/Y	Year)		rity	Benefi	
or		ı	Deriva	1	1	I		Date	Expir		1	ficially	
Ind		I	tive	1	1	1	A/	/ Exer-	- ation Tit	le and Number	1	Owned at	
ire		I	Secu	1	1	I	D	cisa-	- Date of	Shares	1	End of	
ct		I	rity	1	1	Amount	1	ble	1 1		1	Year	1
(I)		 											
<s></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> Option, Ri</c></c>	ght t	to buy	\$48.4375	5	1	I		1	01/03 Common	Stock	1	105000	D
	I		1	I	I	1	I	I	/2010	I	1	1	ı
 	 												_
Option, Ri			\$48.4375	5	1	1	1	I	01/03 Common	Stock	1	1200	ΙI
Spouse	- 1		I	1	1		ı	1	/2010	1	1	1	1
	I												_
Option, Ri			\$53.28	I	ı	I	ı	I	01/31 Common	Stock	I	180000	D
I	I		ı	I	ı	I	ı	I	/2011	ı	I	I	ı
													_
Option, Ri			\$53.28	ı	ı	I	ı	1	01/31 Common	Stock	1	1200	ΙI
Spouse	-	±		i I	i	1	· I		/2011	· I	·	·	·
l 			· 	· 	· 	· 	· 	· 		· 	· 	· 	_
Option, Ri			\$61.36	ı	ı	I	ı	1	2/01/ Common	Stockl	I	210000	D
		20 24,	1	' I	' I	1		·	2012	1		1	1
	I		' 		' 			' 		' 			_
Option, Ri			\$61.36	I	ı	I	I	1	2/01/ Common	Stockl	ı	1200	ΙI
Spouse	-	20 24,	1	' 		1		· 1	2012	1		1	1
			' 		' 	' 	' 	' 		' 		' 	_
Option, Ri		,	IŠ48 4375	5.1	1	I	ı	1	1/02/ Common	Stockl	ı	180	ΙI
Spouse		co bay			'				2005		1	1	1
			' 					' 		' 	' 	' 	_
Option, Ri		,	1961 36	1	1	ı		1	02/01 Common	Stockl	1	400	ΙI
Spouse			1		1				/2007	JEOCK	1		1
1	 		·	,			· -		1/200/	· · · · · · · · · · · · · · · · · · ·		 	_
Option (Ri									08/05 Common	Stock		13775	ΙD
operon (Ri	gnt i	LO Buy)									1		D
1									/2006				_
												150000	_
1	LSAK,	(Right							05/22 Common		1		D
o Buy) 	- 1		1		1		1		/2007	I	ı		I
									105/2210	C+ o a l- l		122200	-
1	LSAK)	(Kight							05/22 Common		1	33382	D
o Buy) 	- 1		I						/2007	I	I		ı
													_
1	LSAR)	(Right	t \$63.6267	' I	1	1			05/22 Common				D
o Buy) 	1		I		I			I	/2007	I	I		I
													-

Option, Right		\$50.70	1	-	I	-	1	5/22/ Common Stock	I	45377	D
1	 	l			l	l 	l	2007	l	l	
Option, Right		\$73.29			ı	1	ı	5/18/ Common Stock	I	204	D
	l 	I	I	I	I	I	I	2003	I	I	I
	1										
Option, Right Spouse	to Buy I	\$73.29		ı	I	I	ı	5/18/ Common Stock		204	ΙI
	' 	I	T	I	I	I	I	2003	I	I	I
Option, Right Spouse	to Buy	\$60.50	I	-	1	I	I	1/03/ Common Stock	I	360	ΙI
spouse	 	1	T	I	I	Ι	I	2004	I	I	I

</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).

SIGNATURE OF REPORTING PERSON

Barbara J Desoer

Barbara J. Desoer