

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 Indirect Ownership	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year	6. Director (D) or Indirect (I)	7. Nature of Beneficial Ownership
<S> Common Stock	<C>	<C>	<C>	<C> <C> 11058	<C>	<C>
----- Common Stock	8/3/2001	24/F1	43	D 728	I	Spouse
----- Common Stock Trust				5337.825	I	Thrift
----- Common Stock Trust-Spouse				2720.055	I	Thrift

<CAPTION>

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

1. Title of Derivative Security	2. Contract version	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative Securities
10. Nature of Security Dir Indirect	11. Beneficial Ownership							

[illegible]

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Option, Right to Buy		\$50.70								5/22/ Common Stock
										45377
										D
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Option, Right to Buy		\$73.29								5/18/ Common Stock
										204
										D
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Option, Right to Buy		\$73.29								5/18/ Common Stock
Spouse										204
										I
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Option, Right to Buy		\$60.50								1/03/ Common Stock
Spouse										360
										I
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</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