

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

Marc Denis Oken  
1650 Queens Rd West  
NC, Charlotte 28207

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

2/18/2003

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)

Executive Vice President & Principal Financial Executive

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<br>Indirect Ownership | 2. Trans-<br>action | 2A. Exec-<br>ution | 3. Trans-<br>action | 4. Securities Acquired (A)<br>or Disposed of (D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported Trans(s) | 6. Dir<br>ect<br>(D) or<br>(I) | 7. Nature of<br>Beneficial |
|--------------------------------------------|---------------------|--------------------|---------------------|--------------------------------------------------|------------------------------------------------------------------------------------|--------------------------------|----------------------------|
|                                            | Date                | Date               | Code                | V Amount<br>D Price                              |                                                                                    |                                |                            |
| <S><br>Common Stock                        | <C><br>             | <C><br>            | <C><br>             | <C><C><br>                                       | <C> <C><br>                                                                        | <C><br> 83516                  | <C><br> D                  |
| Common Stock                               |                     |                    |                     |                                                  | 460                                                                                | I                              | By Wife                    |
| Common Stock                               | 12/31/              | J                  | V                   | 883.666                                          | A                                                                                  | 3724.971                       | I  Thrift Trust            |
|                                            | 2002                | 1                  |                     |                                                  |                                                                                    |                                |                            |
| Common Stock<br>Estate                     |                     |                    |                     |                                                  | 1842                                                                               | I                              | Trustee For                |

<CAPTION>

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

| 1. Title of<br>10. Nature of                                            | 2. Con-<br>version                     | 3. Trans-<br>action | 3A. Deemed<br>Execu- | 4. Trans-<br>action | 5. Number of De<br>rivative Secu<br>rities Acqui | 6. Date Exer<br>cisable and<br>Expiration | 7. Title and Amount<br>of Underlying<br>Securities | 8. Price<br>of Deri | 9. Number<br>of Deriva         |
|-------------------------------------------------------------------------|----------------------------------------|---------------------|----------------------|---------------------|--------------------------------------------------|-------------------------------------------|----------------------------------------------------|---------------------|--------------------------------|
| Derivative<br>Security<br>Indirect<br>Beneficial<br>(D) Ownership<br>or | or Exer<br>cise<br>Price of<br>Deriva- |                     |                      |                     | red(A) or Dis<br>posed of (D)                    | Date (Month/<br>Day/Year)<br>Date Expir   |                                                    | Secu<br>rity        | Securities<br>Benefi<br>cially |

| Ind                    | Follow    | Reported (I) | Active | (Month/Day/Year) | (Month/Day/Year) | Code | V   | Amount | D   | cisa | Exer-Date  | ation | Title and Number of Shares | Owned | ling    | Trans- | action(s) |
|------------------------|-----------|--------------|--------|------------------|------------------|------|-----|--------|-----|------|------------|-------|----------------------------|-------|---------|--------|-----------|
| <S>                    | <C>       | <C>          | <C>    | <C>              | <C>              | <C>  | <C> | <C>    | <C> | <C>  | <C>        | <C>   | <C>                        | <C>   | <C>     | <C>    | <C>       |
| Preferred, Series C    |           |              |        |                  |                  |      |     |        |     |      |            |       | Common Stock               |       |         | 285.2  |           |
| Option, Right to buy   | \$48.4375 |              |        |                  |                  |      |     |        |     |      | 01/03/2010 |       | Common Stock               |       |         | 150000 | D         |
| Option, Right to Buy   | \$53.28   |              |        |                  |                  |      |     |        |     |      | 01/31/2011 |       | Common Stock               |       |         | 180000 | D         |
| Option, Right to Buy   | \$61.36   |              |        |                  |                  |      |     |        |     |      | 2/01/2012  |       | Common Stock               |       |         | 200000 | D         |
| Option, Right to buy   | \$70.03   |              |        |                  |                  |      |     |        |     |      | 02/03/2013 |       | Common Stock               |       |         | 100000 | D         |
| Restricted Stock Units | \$68.87   | 2/14/2006    |        |                  |                  | A    |     | 26563  | A   | 2    | 2/14/2006  |       | Common Stock               | 26563 | \$68.87 | 26563  | D         |
| Option, Right to Buy   | \$65.375  |              |        |                  |                  |      |     |        |     |      | 7/01/2007  |       | Common Stock               |       |         | 26200  | D         |
| Option, Right to Buy   | \$65.375  |              |        |                  |                  |      |     |        |     |      | 7/01/2007  |       | Common Stock               |       |         | 2000   | I         |
| Option, Right to Buy   | \$65.375  |              |        |                  |                  |      |     |        |     |      | 7/01/2007  |       | Common Stock               |       |         | 1800   | I         |
| Option, Right to Buy   | \$79.9375 |              |        |                  |                  |      |     |        |     |      | 7/01/2008  |       | Common Stock               |       |         | 100000 | 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. These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.

SIGNATURE OF REPORTING PERSON

Marc Denis Oken

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