

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

Donald E. Guinn
130 Kearny Street

Suite 3200

CA, San Francisco 94108

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

5/1/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

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> 18990.00	<C> D	<C>

<CAPTION>

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

1. Title of Derivative Security Indirect Ownership or Indir Follow Reported (I)	2. Con- version or Exer Price of Deriva- tive	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- action(s)
<S> <C> <C>	<C>	<C>	<C>	<C> <C>	<C> <C>	<C> <C>	<C> <C>	<C>	<C>

Phantom Stock		4/30/ 2	A		2748.14	A			Common Stock	2748.14		25589.14	D
		003	1										

Option, Right	\$71.50							04/24	Common Stock			4000.00	D
to Buy								/2012					

</TABLE>

Explanation of Responses:

1. Shares represent payment of a portion of the annual retainer fee and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

SIGNATURE OF REPORTING PERSON

Donald E. Guinn

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