

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
Walter E. Massey
830 Westview Drive SW
GA, Atlanta 30314
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 (D) or Indir (I)	7. Nature of Beneficial		
	Date	Date	Code	V Amount	D Price				
<S>	<C>	<C>	<C>	<C><C>	<C> <C>	<C>	<C>	<C>	<C>
Common Stock	6/28/		P	V2.38	A			D	
	2002		1						
Common Stock	9/27/		P	V2.53	A			D	
	2002		1						
Common Stock	12/27/		P	V2.60	A			D	
	2002		1						
Common Stock	3/28/		P	V2.66	A		837.32	D	
	2003		1						

<CAPTION>

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned									
1. Title of 10. Nature of Derivative Security	2. Con- version or Exer	3. Trans- action	3A. Deemed action	4. Trans- action	5. Number of De rivative Secu rities Acqui	6. Date Exer cisable and Expiration	7. Title and Amount of Underlying Securities	8. Price of Deri	9. Number of Deriva

Object	Beneficial Owner	Acquired	Exercise	Redemption	Disposal	Date (Month/Day/Year)	Security	Securities	Beneficially Owned	Trans-Action(s)
(D)	Ownership	Price of	ution	posed of (D)	Day/Year)		rity	Benefi		
for		Deriva-			Date	Expir		Officially		
Ind		tive			A/Exer-	ation		Owned		
Follow	ire	Secu-	(Month/	(Month/	D	cisa-	Date	of Shares		ling
Reported	ct	rity	Day/	/Day/	Code	V	Amount	ble		Trans-
(I)			Year)	Year)						action(s)
<hr/>										
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>									
Phantom Stock		6/28/ 2	A	V	66.00	A		Common Stock	66.00	D
		002	2							
<hr/>										
Phantom Stock		9/27/ 2	A	V	73.09	A		Common Stock	73.09	D
		002	2							
<hr/>										
Phantom Stock		12/27/	A	V	72.90	A		Common Stock	72.90	D
		2002	2							
<hr/>										
Phantom Stock		3/28/ 2	A	V	74.21	A		Common Stock	74.21	D
		003	2							
<hr/>										
Phantom Stock		4/30/ 2	A		1627.28	A		Common Stock	1627.28	D
		003	3						9653.66	
<hr/>										
Option, Right	\$71.50						04/24	Common Stock		D
to Buy							/2012			
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Explanation of Responses:

1. Shares acquired under the Bank of America SharesDirect Plan.
2. Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled on death or termination of service as a director.
3. 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

Walter E. Massey
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