

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                                                   |                                         |                                                       |                                                                                  |   |                                                                      |                                                                                                                                                                                                                                                                           |                                                                                                  |                                                             |                                                          |
|-----------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|----------------------------------------------------------------------------------|---|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>WARD JACKIE M                         |                                         |                                                       | 2. Issuer Name and Ticker or Trading Symbol<br>BANK OF AMERICA CORP /DE/ [BAC]   |   |                                                                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>BUILDING G, 4TH FLOOR, 5775<br>PEACHTREE-DUNWOODY ROAD |                                         |                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/28/2004                   |   |                                                                      |                                                                                                                                                                                                                                                                           |                                                                                                  |                                                             |                                                          |
| (Street)<br>ATLANTA, GA 30342                                                     |                                         |                                                       | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |   |                                                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                             |                                                                                                  |                                                             |                                                          |
| (City) (State) (Zip)                                                              |                                         |                                                       | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                                                                      |                                                                                                                                                                                                                                                                           |                                                                                                  |                                                             |                                                          |
| 1.Title of Security<br>(Instr. 3)                                                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)                                                |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                                                                                                                                                                                                           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
| Common Stock                                                                      | 12/26/2003                              |                                                       | Code                                                                             | V | Amount                                                               | (A) or (D) Price                                                                                                                                                                                                                                                          | 4,789.84                                                                                         | D                                                           |                                                          |
|                                                                                   |                                         |                                                       | J(1)                                                                             |   | 20.94                                                                | A \$ 0                                                                                                                                                                                                                                                                    |                                                                                                  |                                                             |                                                          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                        |                                         |                                                       |                                   |                                                                                            |                                                             |                 |                                                                  |                            |                                               |                                                                                                       |                                                                                     |                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3)                                                                                                   | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                                                                                 |                                                        |                                         |                                                       |                                   |                                                                                            | Date Exercisable                                            | Expiration Date | Title                                                            | Amount or Number of Shares |                                               |                                                                                                       |                                                                                     |                                                           |
| Phantom Stock                                                                                                                                   | \$ 0                                                   | 12/26/2003                              |                                                       | A                                 | 175.26                                                                                     | (2)                                                         | (2)             | Common Stock                                                     | 175.26                     | (2)                                           | 17,651.07                                                                                             | D                                                                                   |                                                           |
| Phantom Stock                                                                                                                                   | \$ 0                                                   | 01/28/2004                              |                                                       | A                                 | 37.27                                                                                      | (3)                                                         | (3)             | Common Stock                                                     | 37.27                      | (3)                                           | 17,688.34                                                                                             | D                                                                                   |                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                             | Director      | 10% Owner | Officer | Other |
| WARD JACKIE M<br>BUILDING G, 4TH FLOOR<br>5775 PEACHTREE-DUNWOODY ROAD<br>ATLANTA, GA 30342 | X             |           |         |       |

## Signatures

|                                     |  |            |
|-------------------------------------|--|------------|
| Jackie M. Ward/Roger C. McClary POA |  | 01/29/2004 |
| **Signature of Reporting Person     |  | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**\*\*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**(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)** Phantom stock units may be settled in cash upon death or termination of service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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