

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 * BROWN III EDWARD J			2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ ☒ Officer (give title below) _____ Other (specify below) _____ Pres Global Corp and Inv Bkg		
(Last) (First) (Middle) BANK OF AMERICA CORPORATION, NC1-007-58-11			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2004					
(Street) CHARLOTTE, NC 28255			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2004		M		20,000	A	\$ 26.8125	120,595	D	
Common Stock	02/02/2004		S(1)		900	D	\$ 81.22	119,695	D	
Common Stock	02/02/2004		S(1)		900	D	\$ 81.26	118,795	D	
Common Stock	02/02/2004		S(1)		1,000	D	\$ 81.2799	117,795	D	
Common Stock	02/02/2004		S(1)		1,300	D	\$ 81.32	116,495	D	
Common Stock	02/02/2004		S(1)		300	D	\$ 81.33	116,195	D	
Common Stock	02/02/2004		S(1)		900	D	\$ 81.36	115,295	D	
Common Stock	02/02/2004		S(1)		300	D	\$ 81.3799	114,995	D	
Common Stock	02/02/2004		S(1)		600	D	\$ 81.4199	114,395	D	
Common Stock	02/02/2004		S(1)		2,500	D	\$ 81.43	111,895	D	
Common Stock	02/02/2004		S(1)		2,700	D	\$ 81.44	109,195	D	
Common Stock	02/02/2004		S(1)		1,100	D	\$ 81.4499	108,095	D	
Common Stock	02/02/2004		S(1)		3,100	D	\$ 81.4599	104,995	D	
Common Stock	02/02/2004		S(1)		2,200	D	\$ 81.47	102,795	D	
Common Stock	02/02/2004		S(1)		700	D	\$ 81.48	102,095	D	
Common Stock	02/02/2004		S(1)		600	D	\$ 81.4899	101,495	D	
Common Stock	02/02/2004		S(1)		900	D	\$ 81.51	100,595	D	
Common Stock	12/31/2003		J(2)		311.16	A	\$ 0 (2)	15,316.71	I	Thrift Trust

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
(e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title				

Preferred, Series C	(3)	12/31/2003		J(3)		6.75		(3)	(3)	Common Stock	11.34	(3)	291.95	D	
Option, Right to Buy	\$ 81.55	02/02/2004		A		100,000		(4)	02/02/2014	Common Stock	100,000	\$ 81.55	100,000	D	
Option, Right to Buy	\$ 26.8125	02/02/2004		M			20,000	(5)	07/01/2005	Common Stock	20,000	\$ 26.8125	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN III EDWARD J BANK OF AMERICA CORPORATION NC1-007-58-11 CHARLOTTE, NC 28255			Pres Global Corp and Inv Bkg	

Signatures

Edward J. Brown, III/Roger C. McClary POA		02/04/2004
 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) Option exercise and sale of shares in accordance with a written plan established July 15, 2003 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under the Bank of America Corporation 401(k) Plan.
- (3) Each share of Series C Preferred is convertible into 1.68 shares of common stock of Bank of America Corporation.
- (4) These options fully vest on February 2, 2007.
- (5) The option vested in three equal installments commencing July 1, 1996.

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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