

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 GIFFORD CHARLES K		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 ☒ Officer (give title below) Chairman ☐ 10% Owner ☐ Other (specify below)			
(Last) (First) (Middle) BANK OF AMERICABANK OF AMERICA, 100 FEDERAL STREET100 FEDERAL STREET		3. Date of Earliest Transaction (Month/Day/Year) 04/01/2004					
(Street) BOSTON, MA 02110		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	04/01/2004		A(1)	238,862(2)	A \$ 0(1)	238,862	D
Common Stock	04/01/2004		M	83,295	A \$ 81.47	322,157	D
Common Stock	04/01/2004		F(3)	26,447	D \$ 81.47	295,710	D
Common Stock	04/01/2004		F(4)	2,067	D \$ 81.47	293,643	D
Common Stock	04/01/2004		A(1)	545.01	A \$ 0(1)	545.01	I As custodian for children
Common Stock	04/01/2004		A(1)	56,309	A \$ 0(1)	56,309	I GRAT
Common Stock	04/01/2004		A(1)	92,522	A \$ 0(1)	92,522	I GRAT II

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)

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 Amount or Number of Shares				
Option, Right to Buy	\$ 52.94	04/01/2004		A(5)	48,077	(6) 01/23/2007	Common Stock 48,077	\$ 52.94	48,077	D	
Option, Right to Buy	\$ 65.82	04/01/2004		A(5)	22,618	(6) 01/25/2006	Common Stock 22,618	\$ 65.82	22,618	D	
Option, Right to Buy	\$ 65.82	04/01/2004		A(5)	28,254	(6) 01/26/2005	Common Stock 28,254	\$ 65.82	28,254	D	
Option, Right to Buy	\$ 67.86	04/01/2004		A(5)	167,713	(6) 01/22/2008	Common Stock 167,713	\$ 67.86	167,713	D	
Option, Right to Buy	\$ 84.3	04/01/2004		A(5)	22,059	(6) 01/25/2006	Common Stock 22,059	\$ 84.3	22,059	D	

Option, Right to Buy	\$ 84.3	04/01/2004		A ⁽⁵⁾		30,189		⁽⁶⁾	01/23/2007	Common Stock	30,189	\$ 84.3	30,189	D	
Option, Right to Buy	\$ 55.21	04/01/2004		A ⁽⁵⁾		167,713		⁽⁶⁾	01/28/2009	Common Stock	167,713	\$ 55.21	167,713	D	
Option, Right to Buy	\$ 65.51	04/01/2004		A ⁽⁵⁾		166,590		⁽⁶⁾	09/30/2009	Common Stock	166,590	\$ 65.51	166,590	D	
Option, Right to Buy	\$ 70.12	04/01/2004		A ⁽⁵⁾		166,590		⁽⁶⁾	09/30/2010	Common Stock	166,590	\$ 70.12	166,590	D	
Option, Right to Buy	\$ 65.51	04/01/2004		A ⁽⁵⁾		166,590		⁽⁶⁾	09/30/2011	Common Stock	166,590	\$ 65.51	166,590	D	
Option, Right to Buy	\$ 38.27	04/01/2004		A ⁽⁵⁾		166,590		⁽⁶⁾	10/14/2012	Common Stock	166,590	\$ 38.27	166,590	D	
Performance Restricted Stock Units	⁽⁷⁾	04/01/2004		A		83,295		⁽⁸⁾	⁽⁸⁾	Common Stock	83,295	⁽⁷⁾	83,295	D	
Performance Restricted Stock Units	⁽⁷⁾	04/01/2004		M			83,295	⁽⁸⁾	⁽⁸⁾	Common Stock	83,295	\$ 81.47	0	D	
Restricted Stock Units	⁽⁹⁾	04/01/2004		A		80,210		⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	80,210	⁽⁹⁾	80,210	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIFFORD CHARLES K BANK OF AMERICABANK OF AMERICA 100 FEDERAL STREET100 FEDERAL STREET BOSTON, MA 02110	X		Chairman	

Signatures

Charles K. Gifford/Roger C. McClary POA		04/02/2004
^{**} Signature of Reporting Person		Date

Explanation of Responses:

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If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
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Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Received in exchange for common stock of FleetBoston Financial at an exchange ratio of .5553 of a share of Bank of America common stock for each share of FleetBoston Financial common stock

(1) in connection with the merger of FleetBoston Financial into Bank of America on April 1, 2004. The closing price of FleetBoston Financial common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(2) Includes 6,511 shares of restricted stock which vested on the effective date of the merger.

(3) Disposition of shares to the issuer to satisfy the withholding obligation associated with the vesting of 83,295 restricted shares which is exempt under Rule 16b-3(e).

(4) Disposition of shares to the issuer to satisfy the withholding obligation associated with the vesting of 6,511 restricted shares which is exempt under Rule 16b-3(e).

Received in exchange for options to acquire FleetBoston Financial (FleetBoston) at an exchange ratio of .5553 of a share of Bank of America common stock for each share of FleetBoston common stock subject to such option in connection withthe merger of Fleetboston into Bank of America on April 1, 2004. The exercise price per share of Bank of America stock issuable upon exercise of

(5) these options is equal to the exercise price per share of FleetBoston common stock at which such FleetBoston option was exercisable immediately prior to the effective time of the merger divided by .5553. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(6) This option fully vested on the effective date of the merger of FleetBoston Financial into Bank of America Corporation.

(7) Received in exchange for FleetBoston Financial performance based restricted stock units at the rate of .5553 Bank of America units for each FleetBoston unit in connection with the merger of FleetBoston into Bank of America Corporation on April 1, 2004. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(8) These performance restricted stock units fully vested on the effective date of the merger.

(9) Received in exchange for FleetBoston Financial restricted stock units at the rate of .5553 Bank of America restricted stock units for each FleetBoston unit held prior to the merger of FleetBoston into Bank of America Corporation on April 1, 2004. The closing price of FleetBoston common stock on the last day prior to the effective time of the merger was \$44.90 per share.

(10) These restricted stock units vest in three equal installments commencing February 17, 2005.

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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