

** 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
- (1) common stock 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) Shares represent payment of a portion of the annual retainer and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.
- Received in exchange for FleetBoston Financial Director Deferred Compensation and Stock Unit Plan units at the rate of .5553 Bank of America units for each FleetBoston unit in connection
- (3) 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.
- (4) Director deferral plan 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.