

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 SARLES H JAY		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) Vice Chm and Spl Advsr to CEO					
(Last) (First) (Middle) BANK OF AMERICA CORPORATION, 100 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/01/2004		A(1)		230,241(2)	A	\$ 0(1)	230,241	D
Common Stock	04/01/2004		M		69,413	A	\$ 81.47	299,654	D
Common Stock	04/01/2004		F(3)		23,913	D	\$ 81.47	275,741	D
Common Stock	04/01/2004		F(4)		1,795	D	\$ 81.47	273,946	D
Common Stock	04/01/2004		A(1)		19,641.03	A	\$ 0(1)	19,641.03	I
Common Stock	04/01/2004		A(1)		111	A	\$ 0(1)	111	I
Common Stock	04/01/2004		A(1)		8,079	A	\$ 0(1)	8,079	I
Common Stock	04/01/2004		A(1)		29,190	A	\$ 0(1)	29,190	I
									401(k)
									By daughter
									By Eaglemere Foundation
									GRAT

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			
Restricted Stock Units	\$ 81.47	04/01/2004		A(5)	45,416			(5)	04/01/2007(5)	Common Stock	45,416	\$ 81.47	45,416	D
Option, Right to Buy	\$ 37.26	04/01/2004		A(6)	66,636			(7)	11/29/2005	Common Stock	66,636	\$ 37.26	66,636	D
Option, Right to Buy	\$ 41.6	04/01/2004		A(6)	66,636			(7)	10/15/2006	Common Stock	66,636	\$ 41.6	66,636	D
Option, Right to Buy	\$ 59.27	04/01/2004		A(6)	49,977			(7)	10/14/2007	Common Stock	49,977	\$ 59.27	49,977	D
Option, Right to Buy	\$ 70.34	04/01/2004		A(6)	88,848			(7)	10/20/2008	Common Stock	88,848	\$ 70.34	88,848	D

Option, Right to Buy	\$ 66.68	04/01/2004		A ⁽⁶⁾		97,178		⁽⁷⁾	10/18/2009	Common Stock	97,178	\$ 66.68	97,178	D	
Option, Right to Buy	\$ 62.58	04/01/2004		A ⁽⁶⁾		111,060		⁽⁷⁾	10/16/2010	Common Stock	111,060	\$ 62.58	111,060	D	
Option, Right to Buy	\$ 59.36	04/01/2004		A ⁽⁶⁾		111,060		⁽⁷⁾	10/15/2011	Common Stock	111,060	\$ 59.36	111,060	D	
Option, Right to Buy	\$ 38.27	04/01/2004		A ⁽⁶⁾		111,060		⁽⁷⁾	10/14/2012	Common Stock	111,060	\$ 38.27	111,060	D	
Performance Restricted Stock Units	⁽⁸⁾	04/01/2004		A ⁽⁸⁾		69,413		⁽⁹⁾	⁽⁹⁾	Common Stock	69,413	⁽¹⁰⁾	69,413	D	
Performance Restricted Stock Units	⁽⁸⁾	04/01/2004		M		69,413		⁽⁹⁾	⁽⁹⁾	Common Stock	69,413	\$ 81.47	0	D	
Restricted Stock Units	⁽¹⁰⁾	04/01/2004		A ⁽¹⁰⁾		64,168		⁽¹¹⁾	⁽¹¹⁾	Common Stock	64,168	⁽⁸⁾	64,168	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARLES H JAY BANK OF AMERICA CORPORATION 100 FEDERAL STREET BOSTON, MA 02110			Vice Chm and Spl Advsr to CEO	

Signatures

H. Jay Sarles/Roger C. McClary POA		04/02/2004
⁽⁴⁾ 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) 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 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 5,209 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 69,413 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 5,209 restricted shares which is exempt under Rule 16b-3(e).
- (5) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.
- (6) 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 with the 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 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.
- (7) This option fully vested on the effective date of the merger of FleetBoston Financial into Bank of America Corporation.
- (8) 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.
- (9) These performance restricted stock units fully vested on the effective date of the merger.
- (10) 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.
- (11) 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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