

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
September 23, 1996

NATIONSBANK CORPORATION
(Exact name of registrant as specified in its charter)

North Carolina
(State of Incorporation)

1-6523
(Commission File Number)

56-0906609
(IRS Employer Identification No.)

NationsBank Corporate Center
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip Code)

(704) 386-5000
Registrant's telephone number, including area code)

The sole purpose of filing this amendment to the Form 8-K dated September 18, 1996 and accepted by the Securities and Exchange Commission on September 20, 1996 is to include Exhibit 5.1, the opinion of Smith Helms Mulliss & Moore, L.L.P., which was omitted from the original filing.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of Smith Helms Mulliss & Moore, L.L.P., regarding legality of the Notes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONSBANK CORPORATION

By: CHARLES M. BERGER
Associate General Counsel

Dated: September 23, 1996

SMITH HELMS MULLISS & MOORE, L.L.P.
Attorneys at Law
Post Office Box 31247
Charlotte, North Carolina 28231
(704) 343-2000

September 23, 1996

NationsBank Corporation
NationsBank Corporate Center
Charlotte, North Carolina 28255-0065

Re: Public Offering of \$500,000,000
Aggregate Principal Amount of 7-1/2% Senior Notes, due
2006

Ladies and Gentlemen:

We have acted as counsel for NationsBank Corporation, a North Carolina corporation (the "Corporation"), in connection with (a) the issuance of \$500,000,000 in aggregate principal amount of its 7-1/2% Subordinated Notes, due 2006 (the "Notes") and (b) the Registration Statement on Form S-3, Registration No. 33-63097, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), with respect to \$3,000,000,000 aggregate principal amount of the Corporation's unsecured debt securities, shares of its preferred stock and shares of its common stock, and the Prospectus dated November 24, 1995 constituting a part of the Registration Statement, as supplemented by the Prospectus Supplement dated September 18, 1996 filed with the Commission pursuant to Rule 424(b) promulgated under the Act, relating to the Notes (the "Prospectus Supplement").

As such counsel, we have examined and are familiar with the originals or photocopies or certified copies of such records of the Corporation, certificates of officers of the Corporation, and public officials, and such other documents as we have deemed relevant or necessary as the basis for the opinion set forth below. In such examination, we have assumed the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such copies. We have relied upon statements of fact contained in documents that we have examined in connection with our representation of the Corporation.

Based solely upon the foregoing, and in reliance thereon, and subject to the limitations, qualifications and exceptions set forth below, we are of the opinion that the Notes, when executed, issued and delivered by the Corporation to The Bank of New York for authentication in accordance with the Indenture dated as of January 1, 1995, between the Corporation and The Bank of New York, as Trustee (the "Indenture"), authenticated and delivered by The Bank of New York, as issuing and paying agent, in accordance with the Indenture and paid for, all as contemplated in the Board Resolution or Company Order (as each is defined in the Indenture), will have been validly authorized and issued under the Indenture and will constitute valid and legally binding obligations of the Corporation.

We are licensed to practice law only in the State of North Carolina and the United States of America. In rendering this opinion we are not expressing an opinion as to the laws of any jurisdiction other than the State of North Carolina and the United States of America, and we assume no responsibility as to the applicability of the laws of any other jurisdiction.

We hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Notes and to the filing of a copy of this opinion as part of the Corporation's Current Report on Form 8-K to be filed for the purpose of including this opinion as part of the Registration Statement.

Very truly yours,

SMITH HELMS MULLISS & MOORE, L.L.P.

