

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 1998 - Commission File Number 1-6523

BankAmerica Corporation

(Exact name of registrant as specified in its charter)

Delaware

56-0906609

(State of incorporation)

(IRS Employer Identification No.)

Bank of America Corporate Center
Charlotte, North Carolina

28255

(Address of principal executive offices)

(Zip Code)

704/386-5000

(Registrant's telephone number, including
area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<TABLE>

<CAPTION>

Title of each class	Name of each exchange on which registered
Common Stock	New York Stock Exchange London Stock Exchange Pacific Stock Exchange Tokyo Stock Exchange American Stock Exchange
7 3/4% Debentures, due 2002	New York Stock Exchange
9 7/8% Subordinated Notes, due 2001	New York Stock Exchange
8 1/2% Subordinated Notes, due 2007	New York Stock Exchange
10 7/8% Subordinated Notes, due 2003	New York Stock Exchange

</TABLE>

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 of the Securities Exchange Act of 1934
during the preceding 12 months, and (2) has been subject to such filing
requirements for the past 90 days.

Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405
of Regulation S-K is not contained herein, and will not be contained, to the
best of registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or in any amendment to
this Form 10-K. []

The aggregate market value of the registrant's common stock held by
non-affiliates is approximately \$126,732,283,000 (based on the March 15, 1999,
closing price of such common stock of \$73.75 per share). As of March 15, 1999,
there were 1,739,020,301 shares of the registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

<TABLE>

<CAPTION>

Document of the Registrant	Form 10-K Reference Location

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INFORMATION INCLUDED IN THE REPORT

The Annual Report on Form 10-K for the year ended December 31, 1998 and filed with the Securities and Exchange Commission on March 22, 1999, is amended to reflect a change on the Report of Management, Item 8 on page 50.

Item 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Management

The management of BankAmerica Corporation is responsible for the preparation, integrity and objectivity of the consolidated financial statements of the Corporation. The consolidated financial statements and notes have been prepared by the Corporation in accordance with generally accepted accounting principles and, in the judgment of management, present fairly the Corporation's financial position and results of operations. The financial information contained elsewhere in this report is consistent with that in the consolidated financial statements. The financial statements and other financial information in this report include amounts that are based on management's best estimates and judgments giving due consideration to materiality.

The Corporation maintains a system of internal accounting controls to provide reasonable assurance that assets are safe-guarded and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of consolidated financial statements in accordance with generally accepted accounting principles. Management recognizes that even a highly effective internal control system has inherent risks, including the possibility of human error and the circumvention or overriding of controls, and that the effectiveness of an internal control system can change with circumstances. However, management believes that the internal control system provides reasonable assurance that errors or irregularities that could be material to the consolidated financial statements are prevented or would be detected on a timely basis and corrected through the normal course of business. As of December 31, 1998, management believes that the internal controls are in place and operating effectively.

The Internal Audit Division of the Corporation reviews, evaluates, monitors and makes recommendations on both administrative and accounting control, which acts as an integral, but independent, part of the system of internal controls.

The independent accountants were engaged to perform an independent audit of the consolidated financial statements. In determining the nature and extent of their auditing procedures, they have evaluated the Corporation's accounting policies and procedures and the effectiveness of the related internal control system. An independent audit provides an objective review of management's responsibility to report operating results and financial condition. Their report appears on page 51.

The Board of Directors discharges its responsibility for the Corporation's consolidated financial statements through its Audit Committee. The Audit Committee meets periodically with the independent accountants, internal auditors and management. Both the independent accountants and internal auditors have direct access to the Audit Committee to discuss the scope and results of their work, the adequacy of internal accounting controls and the quality of financial reporting.

/s/ Hugh L. McColl Jr.

Hugh L. McColl Jr.
Chairman of the Board and
Chief Executive Officer

/s/ James H. Hance Jr.

James H. Hance Jr.
Vice Chairman and
Chief Financial Officer

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to its Annual Report on Form 10-K for the year ended December 31, 1998 to be signed on its behalf by the

undersigned, thereunto duly authorized.

BANKAMERICA CORPORATION

Date: March 23, 1999

By: /s/ MARC D. OKEN

Marc D. Oken
Executive Vice President and
Principal Financial Executive
(Principal Accounting Officer)