
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):
February 22, 2005

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6523
(Commission File Number)

56-0906609
(IRS Employer Identification No.)

**100 North Tryon Street
Charlotte, North Carolina**
(Address of principal executive offices)

28255
(Zip Code)

704.386.8486
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act.
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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ITEM 5.02. DEPARTURE OF DIRECTOR.

Effective February 22, 2005, C. Steven McMillan resigned as a director of Bank of America Corporation. This resignation was not the result of any disagreement with the Corporation. A copy of the related press release is attached as Exhibit 99.1 hereto.

ITEM 9.01. EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
99.1	Press Release dated February 24, 2005.

SIGNATURE

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

BANK OF AMERICA CORPORATION

By: /s/ JACQUELINE JARVIS JONES
 Jacqueline Jarvis Jones
 Associate General Counsel

Dated: February 24, 2005

EXHIBIT INDEX**EXHIBIT NO.****DESCRIPTION OF EXHIBIT**

99.1

Press Release dated February 24, 2005.

February 24, 2005

Reporters may contact:

Robert Stickler, Bank of America, 704.386.8465

Robert.Stickler@bankofamerica.com

Bank of America announces resignation of Steve McMillan from board of directors

CHARLOTTE – Bank of America announced today that the company on February 22 accepted the resignation of C. Steven McMillan, chairman of Sara Lee Corporation, from the bank's board of directors.

"Steve's business knowledge, and his experience and perspective as a national retailer, have been a great value to the board during his tenure," said Kenneth D. Lewis, chairman, CEO and president of Bank of America. "I appreciate his advice and counsel over the past four years, and we wish him only the best in the future."

McMillan joined the Bank of America board of directors at the company's annual shareholders meeting in April 2001.

Bank of America is one of the world's largest financial institutions, serving individual consumers, small businesses and large corporations with a full range of banking, investing, asset management and other financial and risk-management products and services. The company provides unmatched convenience in the United States, serving 33 million consumer relationships through more than 5,800 retail banking offices and 16,700 ATMs and through award-winning online banking with more than twelve million active users. Bank of America is the No. 1 Small Business Administration Lender in the United States by the SBA. The company serves clients in 150 countries and has relationships with 96 percent of the U.S. Fortune 500 companies and 82 percent of the Global Fortune 500. Bank of America Corporation stock (ticker: BAC) is listed on the New York Stock Exchange.

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