

BROWN III EDWARD J

Form 4

February 19, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Edward J. Brown III

Bank of America Corporation

NC1-007-58-11

NC, Charlotte 28255

2. Issuer Name and Ticker or Trading Symbol

BANK OF AMERICA CORPORATION (BAC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year

2/18/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other
(specify below)

President Global Corporate & Investment Banking

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) Form filed by One Reporting Person

() Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	2/14/ 2003		M	3107	A		
Common Stock	2/14/ 2003		F 1	1071	D		100595
Common Stock	12/31/ 2002		J 2	1199.927	A		16059.759

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva-	3. Trans- action	3A. Deemed Execu- tion	4. Trans- action	5. Number of De rivative Secu- rities Acqui- red (A) or Dis- posed of (D)	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir	7. Title and Amount of Underlying Securities	8. P of vat Sec rit
---------------------------------------	---	---------------------	------------------------------	---------------------	---	---	--	---------------------------------

Edgar Filing: BROWN III EDWARD J - Form 4

Dispositive Security	Month/Day/Year	Month/Day/Year	Code	V	Amount	A/D	Exercisable	Expiration Date	Title and Number of Shares		
Preferred, Series C									Common Stock		
Option, Right to Buy	\$48.4375							02/01/2010	Common Stock		
Option, Right to Buy	\$53.28							01/31/2011	Common Stock		
Option, Right to Buy	\$61.36							2/01/2012	Common Stock		
Option, Right to buy	\$70.03							02/03/2013	Common Stock		
Restricted Stock Units	\$68.87	2/14/2003	A		41446	A	3	2/14/2006	Common Stock	41446	\$68.87
Restricted Stock Units	1 for 1	2/14/2003	M		3107	D		02/15/2004	Common Stock	3107	
Restricted Stock Units	1 for 1							2/15/2005	Common Stock		
Option, Right to Buy	\$26.8125							7/01/2005	Common Stock		
Option, Right to Buy	\$65.375							7/01/2007	Common Stock		
Option, Right to Buy	\$79.9375							7/01/2008	Common Stock		

Explanation of Responses:

- Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).
- Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
- These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.

SIGNATURE OF REPORTING PERSON

Edward J. Brown III

Edward J. Brown III