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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 | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) | Price |
|----------------------|-----------------------------|----------------------------|-----------------------------|--|---------|--|-------|
| 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 |
|---------------------------------------|---|---------------------|-------------------------------|---------------------|--|--|--|---------------------------------|
|---------------------------------------|---|---------------------|-------------------------------|---------------------|--|--|--|---------------------------------|

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| Dispositive Security | Amount | Month/Day/Year | Month/Day/Year | Code | V | 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 | | A | 3 | 2/14/2006 | Common Stock | 41446 | \$68.87 |
| Restricted Stock Units | 1 for 1 | 2/14/2003 | | M | | 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

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