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LEWIS KENNETH D
 Form 4
 February 05, 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
 Kenneth D. Lewis
 Bank of America Corporation
 NC1-007-58-08
 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
 2/4/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Chairman, President and Chief Executive Officer
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							247008
Common Stock	12/31/ 2002		J 1	V 254.6	A		7550.885

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

1. Title of Derivative Security	2. Con- version Price of Deriva- tive Secu- rity	3. Trans- action Date	3A. Deemed Execu- tion Date	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of (D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
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Preferred, Series C	12/31/2002		J	V	8.04	A			Common Stock	13.5072	
Option, Right to Buy	\$61.36							2/01/2012	Common Stock		
Option, Right to buy	\$70.03	2/3/2003	A		200000	A	3	02/03/2013	Common Stock	200000	\$70
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		
Restricted Stock Units	1 for 1							7/01/2004	Common Stock		
Option, Right to Buy	\$74.50							7/01/2009	Common Stock		

Explanation of Responses:

1. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
2. Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
3. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Kenneth D. Lewis

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