

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  
 Donald E Guinn  
 130 Kearny Street, Suite 3200  
 CA, San Francisco 94108
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/Year  
 12/11/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other  
 (specify below)
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>  
 <CAPTION>

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

1. Title of Security Indirect Ownership (D) or (I)	2. Transaction Date	3. Code V	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Beneficial Ownership (I)
<S> Common Stock	<C>	<C>	<C><C>	<C> <C> 18990	<C> D	<C>

<CAPTION>

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

1. Title of Derivative 10. Nature of Security Dir Indirect Beneficial (D) or (I)	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Transaction Date Code V	4. Derivative Securities Acquired (A) or Disposed of (D) Amount	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expir- ation	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deriva- tive Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned at End of Month
<S> <C> <C> Phantom Stock	<C>	<C>	<C> <C>	<C> <C>	<C> <C> <C> <C>	<C> <C> <C> <C>	<C>	<C>
		12/10	A	43.24	A 1 1	Common Stock 43.24		22296.6602

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Option, Right to Buy	\$71.50							04/24	Common Stock			4000	D
								/2012					
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Explanation of Responses:

1. Phantom stock units may be settled upon death or termination of service as a director.