

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
 2/4/2003
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>
 <CAPTION>

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

| 1. Title of Security Indirect Ownership | 2. Date | 2A. Transaction | 3. Code | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) | 6. Director (D) or Indirect (I) | 7. Nature of Beneficial |
|---|------------|-----------------|---------|--|--|--|----------------------------|
| Common Stock | 2/1/2003 | Buy | F | 1615 | 98559 | D | |
| Common Stock | 12/31/2002 | Buy | J | 1244.44 | 14859.832 | I | Thrift Trust |

<CAPTION>

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

| 1. Title of Derivative Security (D) or Indirect Ownership | 2. Con- version Date or Exer- cise Date | 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 | 7. Title and Amount of Underlying Securities | 8. Price of Deri- vative Security | 9. Number of Deriva tive Securities Benefi- cially Owned |
|--|--|---------------------|------------------------------|---------------------|--|--|--|--|--|
| Common Stock | 2/1/2003 | Buy | F | | 1615 | | 98559 | | |
| Common Stock | 12/31/2002 | Buy | J | | 1244.44 | | 14859.832 | | Thrift Trust |

| (I) | Priority | Day/Year | /Day/Year | Code | V | Amount | ble | | | Trans- | action(s) | | | |
|------------------------|-----------|------------|-----------|------|--------|--------|-----|-----|------------|--------------|-----------|---------|--------|---|
| <S> | <C> | <C> | <C> | <C> | <C><C> | <C> | <C> | <C> | <C> | <C> | <C> | | | |
| Preferred, Series C | | 12/31/2002 | | J | V | 8.04 | A | | | Common Stock | 13.5072 | 285.2 | D | |
| Option, Right to Buy | \$48.4375 | | | | | | | | 02/01/2010 | Common Stock | | 150000 | D | |
| Option, Right to Buy | \$53.28 | | | | | | | | 01/31/2011 | Common Stock | | 300000 | D | |
| Option, Right to Buy | \$61.36 | | | | | | | | 2/01/2012 | Common Stock | | 250000 | D | |
| Option, Right to buy | \$70.03 | 2/3/2003 | | A | | 100000 | A | 4 | 02/03/2013 | Common Stock | 100000 | \$70.03 | 100000 | D |
| Restricted Stock Units | 1 for 1 | | | | | | | | 02/15/2004 | Common Stock | | 6213 | D | |
| Restricted Stock Units | 1 for 1 | | | | | | | | 2/15/2005 | Common Stock | | 25424 | D | |
| Option, Right to Buy | \$26.8125 | | | | | | | | 7/01/2005 | Common Stock | | 200000 | D | |
| Option, Right to Buy | \$65.375 | | | | | | | | 7/01/2007 | Common Stock | | 30000 | D | |
| Option, Right to Buy | \$79.9375 | | | | | | | | 7/01/2008 | Common Stock | | 100000 | D | |

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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.
- Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
- This option vests 100% on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Edward J. Brown III
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