

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  
 Marc Denis Oken  
 1650 Queens Rd West  
 NC, Charlotte 28207
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)  
 Executive Vice President & Principal Financial Executive
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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Beneficial (I)
<S> Common Stock	<C>	<C>	<C>	<C><C>	<C>	<C>	<C>
----- Common Stock					183516	D	
----- Common Stock					460	I	By Wife
----- Common Stock	12/31/2002		J	V 94.53	2841.305	I	Thrift Trust
----- Common Stock Estate					1842	I	Trustee For

<CAPTION>

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

1. Title of 10. Nature of	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)	7. Title and Amount of Underlying Securities	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially
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Ind	Follow	Reported	(I)	ive	(Month/	(Month/	Code	V	Amount	ble	Date	Title and Number	Owned	ling	Trans-	action(s)
<S>	<C>	<C>	<C>	<C>	<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										01/03/2010	Common Stock		150000		D
Option, Right to Buy	\$53.28										01/31/2011	Common Stock		180000		D
Option, Right to Buy	\$61.36										2/01/2012	Common Stock		200000		D
Option, Right to buy	\$70.03	2/3/2003		A		100000	A	3			02/03/2013	Common Stock	100000	\$70.03	100000	D
Option, Right to Buy	\$65.375										7/01/2007	Common Stock		26200		D
Option, Right to Buy	\$65.375										7/01/2007	Common Stock		2000		I
Option, Right to Buy	\$65.375										7/01/2007	Common Stock		1800		I
Option, Right to Buy	\$79.9375										7/01/2008	Common Stock		100000		D

</TABLE>  
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  
Marc Denis Oken  
Marc Denis Oken