

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
 Walter E. Massey
 830 Westview Drive SW
 GA, Atlanta 30314
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
 5/1/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () 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	2. Date	2A. Transaction	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Director (D) or Indirect (I)	7. Nature of Beneficial
Common Stock	6/28/2002	P	V	2.38		D	
Common Stock	9/27/2002	P	V	2.53		D	
Common Stock	12/27/2002	P	V	2.60		D	
Common Stock	3/28/2003	P	V	2.66	837.32	D	

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

1. Title of Security Derivative Security	2. Conversion or Exercise	3. Transaction	3A. Deemed	4. Transaction	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative
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Beneficial Owner	Acquire	Execution	Restricted or Disposed of (D)	Date (Month/Day/Year)	Security	Securities Beneficially Owned
Phantom Stock	6/28/2002	A	V	66.00	A	Common Stock 66.00
Phantom Stock	9/27/2002	A	V	73.09	A	Common Stock 73.09
Phantom Stock	12/27/2002	A	V	72.90	A	Common Stock 72.90
Phantom Stock	3/28/2003	A	V	74.21	A	Common Stock 74.21
Phantom Stock	4/30/2003	A	V	1627.28	A	Common Stock 1627.28
Option, Right to Buy	\$71.50			04/24/2012		Common Stock 4000.00

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Explanation of Responses:

1. Shares acquired under the Bank of America SharesDirect Plan.
2. Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled on death or termination of service as a director.
3. Shares represent payment of a portion of the annual retainer fee and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

SIGNATURE OF REPORTING PERSON

Walter E. Massey
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