

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person BANK OF AMERICA CORP /DE/ <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol COMDIAL CORP [cmdl]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 09/27/2002			
CHARLOTTE, NC 28255 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Alternative Rate Cum Convert Redeemable Preferred	(1)	09/27/2002		S		1,000,000	03/06/2002	(3)	Common Stock	1,500,000	(2)	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255		X		
BANK OF AMERICA NA 101 S TRYON ST CHARLOTTE, NC 28255		X		

Signatures

Charles F. Bowman, Senior Vice President <small>Signature of Reporting Person</small>	09/19/2003 <small>Date</small>
Bank of America Corporation, by: Charles F. Bowman, Senior Vice President <small>Signature of Reporting Person</small>	09/19/2003 <small>Date</small>
NB Holdings Corporation, by: Charles F. Bowman, Senior Vice President <small>Signature of Reporting Person</small>	09/19/2003 <small>Date</small>
Bank of America N.A., by: Charles F. Bowman, Senior Vice President	09/19/2003

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 1.5-for-1 at the time of the transaction reported herein.

As part of a debt restructuring transaction reporting by the Issuer on a Form 8-K/A filed on October 1, 2002, the Issuer paid Bank of America, N.A. an aggregate of \$6.5 million to repay

(2) indebtedness owed to Bank of America, N.A. by the Issuer and to repay the 1,000,000 shares of Series B Alternative Rate Cumulative Convertible Redeemable Preferred Stock held by Bank of America, N.A.

(3) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Information Regarding Joint Filers

Designated Filer of Form 3: Bank of America Corporation

Item 2. Date of Event Requiring Statement: September 27, 2002

Item 4. Issuer Name and Ticker Symbol: Comdial Corporation (CMDL)

Ownership Form

Nature of Indirect

Designated Filer:

Beneficial Ownership

Bank of America Corporation

100 North Tryon Street

Indirect

Bank of America Plaza

Charlotte, NC 28255

Indirect 100% Owner of Reported Shares,
as 100% Parent of NB Holdings
Corporation, which is 100% Parent of
Bank of America, N.A.

Joint Filers:

NB Holdings Corporation

100 North Tryon Street

Indirect

Bank of America Plaza

Charlotte, NC 28255

Indirect 100% Owner of Reported Shares,
as 100% Parent of Bank of America, N.A.

Bank of America, N.A.

Direct

101 South Tryon Street

Bank of America Plaza

Charlotte, NC 28255

SIGNATURES

BANK OF AMERICA CORPORATION

By: Charles F. Bowman Date: September 19, 2003

Title: Senior Vice President

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NB HOLDINGS CORPORATION

By: Charles F. Bowman Date: September 19, 2003

Title: Senior Vice President

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BANK OF AMERICA, N.A.

By: Charles F. Bowman Date: September 19, 2003

Title: Senior Vice President