

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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 * BROWN III EDWARD J | | | 2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Pres Global Corp and Inv Bkg | | |
| (Last) (First) (Middle) BANK OF AMERICA CORPORATION, NC1-007-58-11 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2004 | | | | | |
| (Street) CHARLOTTE, NC 28255 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | 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 | | | |
| Common Stock | 02/02/2004 | | M | | 20,000 | A | \$ 26.8125 | 120,595 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 900 | D | \$ 81.22 | 119,695 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 900 | D | \$ 81.26 | 118,795 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 1,000 | D | \$ 81.2799 | 117,795 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 1,300 | D | \$ 81.32 | 116,495 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 300 | D | \$ 81.33 | 116,195 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 900 | D | \$ 81.36 | 115,295 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 300 | D | \$ 81.3799 | 114,995 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 600 | D | \$ 81.4199 | 114,395 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 2,500 | D | \$ 81.43 | 111,895 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 2,700 | D | \$ 81.44 | 109,195 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 1,100 | D | \$ 81.4499 | 108,095 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 3,100 | D | \$ 81.4599 | 104,995 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 2,200 | D | \$ 81.47 | 102,795 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 700 | D | \$ 81.48 | 102,095 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 600 | D | \$ 81.4899 | 101,495 | D | |
| Common Stock | 02/02/2004 | | S(1) | | 900 | D | \$ 81.51 | 100,595 | D | |
| Common Stock | 12/31/2003 | | J(2) | | 311.16 | A | \$ 0 (2) | 15,316.71 | I | Thrift Trust |

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 | | | | |

| | | | | | | | | | | | | | | | |
|----------------------|------------|------------|--|------|--|---------|--------|-----|------------|--------------|---------|------------|---------|---|--|
| Preferred, Series C | (3) | 12/31/2003 | | J(3) | | 6.75 | | (3) | (3) | Common Stock | 11.34 | (3) | 291.95 | D | |
| Option, Right to Buy | \$ 81.55 | 02/02/2004 | | A | | 100,000 | | (4) | 02/02/2014 | Common Stock | 100,000 | \$ 81.55 | 100,000 | D | |
| Option, Right to Buy | \$ 26.8125 | 02/02/2004 | | M | | | 20,000 | (5) | 07/01/2005 | Common Stock | 20,000 | \$ 26.8125 | 0 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN III EDWARD J BANK OF AMERICA CORPORATION NC1-007-58-11 CHARLOTTE, NC 28255 | | | Pres Global Corp and Inv Bkg | |

Signatures

| | | |
|--|--|---------------------|
| Edward J. Brown, III/Roger C. McClary POA | | 02/04/2004 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

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) Option exercise and sale of shares in accordance with a written plan established July 15, 2003 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under the Bank of America Corporation 401(k) Plan.
- (3) Each share of Series C Preferred is convertible into 1.68 shares of common stock of Bank of America Corporation.
- (4) These options fully vest on February 2, 2007.
- (5) The option vested in three equal installments commencing July 1, 1996.

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.