

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

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

BANK OF AMERICA CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

56-0906609  
(IRS Employer Identification No.)

**Bank of America Corporate Center**  
**100 North Tryon Street**  
**Charlotte, North Carolina**  
(Address of principal executive offices)

28255  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /X/

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. / /

Securities Act registration statement file number to which this form relates:

333-97157

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered:

Name of each exchange on which  
each class is to be registered:

Bank of America Corporation 5.875%  
Subordinated InterNotes, due 2033

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

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Item 1. Description of Registrant's Securities to be Registered.

The title of the class of securities to be registered hereunder is: Bank of America Corporation 5.875% Subordinated InterNotes, due 2033 (the "Notes"). A description of the Notes registered hereunder is set forth under the caption "Description of Notes" in the prospectus (the "Prospectus") that constitutes part of the Registrant's Registration Statement on Form S-3 (Registration No. 333-97157) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on July 26, 2002, as amended, which is incorporated herein by reference. The description of the Notes contained in the Prospectus is supplemented by the specific terms of the Notes contained in the Pricing Supplement dated December 15, 2003, filed with the Commission on December 17, 2003 pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, which is incorporated herein by reference.

Item 2. Exhibits.

1. Form of Bank of America Corporation Subordinated InterNote, incorporated herein by reference to Exhibit 4.6 to the Registration Statement.
2. Amended and Restated Indenture (Subordinated Debt Securities) dated as of July 1, 2001 between the Registrant and The Bank of New York, as trustee, incorporated herein by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-65750).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

BANK OF AMERICA CORPORATION

Date: December 18, 2003

By: /s/ KAREN A. GOSNELL  
KAREN A. GOSNELL  
Senior Vice President