

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A-2

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES AND EXCHANGE ACT OF 1934

Date of Report: April 10, 1998

(Date of earliest event reported)

NationsBank Corporation

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation)

1-6523

(Commission File Number)

56-0906609

(IRS Employer Identification Number)

NationsBank Corporate Center
Charlotte, North Carolina

(Address of principal executive offices)

28255
(Zip Code)

Registrant's telephone number, including area code: (704) 386-5000

INFORMATION TO BE INCLUDED IN THE REPORT

The Current Report on Form 8-K dated April 10, 1998 and filed with the Securities and Exchange Commission ("SEC") on April 17, 1998, as amended by the Current Report on Form 8-K/A-1 dated April 10, 1998 and filed with the SEC on April 24, 1998, is amended to amend and restate Item 7 in its entirety as follows:

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired.

The following consolidated financial statements of BankAmerica are incorporated herein by reference to Exhibit 99.1 filed herewith:

1. Consolidated Balance Sheet as of December 31, 1997 and 1996.
2. Consolidated Statement of Operations for the years ended December 31, 1997, 1996 and 1995.
3. Consolidated Statement of Cash Flows for the years ended December 31, 1997, 1996 and 1995.
4. Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 1997, 1996 and 1995.
5. Notes to Consolidated Financial Statements.

The Other Events in Item 5 of this Form 8-K should be read in connection with these consolidated financial statements.

The report of Ernst & Young LLP, independent auditors, on the consolidated financial statements of BankAmerica as of December 31, 1997 and 1996 and for the three years then ended is filed herewith as part of Exhibit 99.1 and the related consent is filed herewith as Exhibit 99.2. Both the opinion

and consent are incorporated herein by reference.

Certain unaudited financial information regarding BankAmerica, including a Consolidated Balance Sheet as of March 31, 1998, and Consolidated Statement of Operations, Consolidated Statement of Cash Flows, and Consolidated Statement of Changes in Stockholders' Equity for the three months ended March 31, 1998 and March 31, 1997, is incorporated herein by reference to Exhibit 99.3.

(b) Pro Forma Financial Information.

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

The following Unaudited Pro Forma Condensed Balance Sheet as of March 31, 1998 combines the historical consolidated balance sheets of NationsBank Corporation ("NationsBank") and BankAmerica Corporation ("BankAmerica") as if the Reorganization had been effective on March 31, 1998, after giving effect to certain adjustments described in the attached Notes to the Unaudited Pro Forma Condensed Financial Information. NationsBank's historical financial statements, restated to give retroactive effect of the merger of NationsBank with Barnett Banks, Inc. ("Barnett") on January 9, 1998, are included in NationsBank's Current Report on Form 8-K filed with the SEC on April 16, 1998. In addition, NationsBank's historical interim financial statements for the three months ended March 31, 1998 are included in NationsBank's Form 10-Q filed with the SEC on May 15, 1998. BankAmerica's historical financial statements are incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997 as filed with the SEC on March 16, 1998 and its Form 10-Q for the three months ended March 31, 1998 as filed with the SEC on May 14, 1998. The unaudited Pro Forma Condensed Financial Information should be read in conjunction with the historical financial statements of NationsBank and BankAmerica.

The Unaudited Pro Forma Condensed Statements of Income for the three months ended March 31, 1998 and the years ended December 31, 1997, 1996 and 1995 present the combined results of operations of NationsBank and BankAmerica as if the Reorganization had been effective at January 1, 1995, after giving effect to certain adjustments described in the attached Notes to the Unaudited Pro Forma Condensed Financial Information.

The unaudited Pro Forma Condensed Financial Information and accompanying Notes to the Unaudited Pro Forma Financial Information reflect the application of the pooling of interests method of accounting for the Reorganization. Under this method of accounting, the recorded assets, liabilities, shareholders' equity, income and expenses of NationsBank and BankAmerica are combined and reflected at their historical amounts.

NationsBank's acquisition of Boatmen's Bancshares, Inc. ("Boatmen's") on January 7, 1997, was accounted for using the purchase method of accounting. Accordingly, the results of operations of Boatmen's have been included in the NationsBank historical financial statements from the date of acquisition. Under the purchase method of accounting, the purchase price was allocated to assets acquired and liabilities assumed based on their estimated fair values at the closing date of the transaction.

The combined company expects to achieve certain merger benefits in the form of operating cost savings which may be significant. The pro forma earnings, which do not reflect any direct costs or potential savings which are expected to result from the consolidation of operations of NationsBank and BankAmerica, may not be indicative of

the results of future operations. The unaudited pro forma earnings for the years ended December 31, 1997, 1996 and 1995 do not reflect any direct costs or potential savings from the consolidation of operations of Barnett. No assurances can be given with respect to the ultimate level of expense savings.

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PRO FORMA CONDENSED BALANCE SHEET
NATIONS BANK/BANKAMERICA
(UNAUDITED)

AT MARCH 31, 1998

NATIONS BANK

PRO FORMA

BANKAMERICA	NATIONSBANK	BANKAMERICA	ADJUSTMENTS		
COMBINED					
-----	-----	-----	-----	-----	-----
		(DOLLARS IN MILLIONS)			
<S>	<C>	<C>	<C>	<C>	<C>
ASSETS					
Cash and cash equivalents 27,506	\$ 13,421	\$ 14,699	\$ (614)	(5)	\$
Time deposits placed 7,578	1,841	5,737	-		
Investment securities 67,272	51,299	15,973	-		
Federal funds sold and securities purchased under agreements to resell 23,841	10,914	12,927	-		
Trading account assets 54,426	23,751	30,675	-		
Loans, leases and factored accounts receivable, net of unearned income 345,006	179,486	165,520	-		
Allowance for credit losses (6,762)	(3,245)	(3,517)	-		
-----	-----	-----	-----		
Loans, leases and factored accounts receivable, net of unearned income and allowance for credit losses 338,244	176,241	162,003	-		
Premises and equipment, net 8,103	4,272	3,831	-		
Customers' acceptance liability 4,463	1,089	3,374	-		
Intangible assets 17,789	11,757	6,032	-		
Other assets 30,103	19,918	10,185	-		
-----	-----	-----	-----		
Total assets 579,325	\$ 314,503	\$ 265,436	\$ (614)		\$
-----	-----	-----	-----		---
LIABILITIES					
Deposits 343,936	\$ 170,046	\$ 173,890	\$ -		\$
Borrowed funds 86,378	57,956	28,422	-		
Trading account liabilities 31,004	17,991	13,013	-		
Acceptances outstanding 4,463	1,089	3,374	-		
Accrued expenses and other liabilities 21,379	9,949	10,630	800	(2)	
Trust preferred securities 4,917	2,705	2,212	-		
Long-term debt 43,558	29,547	14,011	-		
-----	-----	-----	-----		
Total liabilities 535,635	289,283	245,552	800		
SHAREHOLDERS' EQUITY					
Preferred stock 91	91	614	(614)	(5)	
Common stock 15,114	10,202	1,210	3,702	(4)	
Additional paid-in capital -	-	7,994	(7,994)	(4)	
Retained earnings 28,216	14,724	14,292	(800)	(2)	
Common stock in treasury, at cost -	-	(4,292)	4,292	(4)	
Other, including loan to ESOP trust 269	203	66	-		
-----	-----	-----	-----		
Total shareholders' equity 43,690	25,220	19,884	(1,414)		
-----	-----	-----	-----		

Total liabilities and shareholders' equity	\$ 314,503	\$ 265,436	\$ (614)	\$
579,325	=====	=====	=====	

=====

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PRO FORMA CONDENSED INCOME STATEMENT
NATIONS BANK/BANKAMERICA
(UNAUDITED)

FOR THE THREE MONTHS ENDED MARCH 31,

1998

NATIONS BANK
BANKAMERICA
COMBINED

			PRO FORMA
	NATIONS BANK	BANKAMERICA	ADJUSTMENTS
	-----	-----	-----

(DOLLARS IN MILLIONS, EXCEPT PER SHARE

AMOUNTS)

<S>
<C>

<C>	<C>	<C>
-----	-----	-----

INTEREST INCOME

Interest and fees on loans and leases
\$ 7,163

\$ 3,775	\$ 3,388	\$ -
----------	----------	------

Interest and dividends on securities
1,125

842	283	-
-----	-----	---

Federal funds sold and securities purchased under
agreements to resell

176	241	-
-----	-----	---

417

Trading account securities

356	383	-
-----	-----	---

739

Other interest income

120	108	-
-----	-----	---

228

Total interest income
9,672

5,269	4,403	-
-------	-------	---

INTEREST EXPENSE

Deposits
2,692

1,203	1,489	-
-------	-------	---

Borrowed funds
1,312

821	491	-
-----	-----	---

Trading account liabilities
274

194	80	-
-----	----	---

Long-term debt
808

521	287	-
-----	-----	---

Total interest expense
5,086

2,739	2,347	-
-------	-------	---

NET INTEREST INCOME

4,586
Provision for credit losses
510

2,530	2,056	-
-------	-------	---

265	245	-
-----	-----	---

NET CREDIT INCOME

4,076
Gains on sales of securities
213
Noninterest income

2,265	1,811	-
-------	-------	---

152	61	-
-----	----	---

3,528
Foreclosed properties expense (income)
(2)

1,776	1,752	-
-------	-------	---

5	(7)	-
---	-----	---

Merger and restructuring items
900

900	-	-
-----	---	---

Noninterest expense
4,708

2,452	2,256	-
-------	-------	---

INCOME BEFORE INCOME TAXES

836	1,375	-
-----	-------	---

2,211			
Income tax expense	339	540	-
879			
-----	-----	-----	-----
NET INCOME BEFORE PREFERRED DIVIDENDS	497	835	-
1,332			
Preferred dividends	2	10	-
12			
-----	-----	-----	-----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 495	\$ 825	\$ -
\$ 1,320			
=====	=====	=====	=====
Basic earnings per share	\$ 0.52	\$ 1.21	
\$ 0.77			
=====	=====	=====	
Diluted earnings per share	\$ 0.51	\$ 1.17	
\$ 0.75			
=====	=====	=====	
Average common shares - Basic (thousands)	949,641	684,737	
1,724,489			
=====	=====	=====	
Average common shares - Diluted (thousands)	973,561	706,481	
1,773,015			
=====	=====	=====	

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PRO FORMA CONDENSED INCOME STATEMENT
NATIONS BANK/BANKAMERICA
(UNAUDITED)

FOR THE YEAR ENDED DECEMBER 31, 1997

			PRO FORMA
	NATIONS BANK	BANKAMERICA	ADJUSTMENTS
	-----	-----	-----
			(DOLLARS IN MILLIONS, EXCEPT PER SHARE)

	<C>	<C>	<C>
INTEREST INCOME			
Interest and fees on loans and leases	\$ 15,270	\$ 13,932	\$ -
\$ 29,202			
Interest and dividends on securities	2,140	1,123	-
3,263			
Federal funds sold and securities purchased under			
agreements to resell	699	817	-
1,516			
Trading account securities	1,352	1,230	-
2,582			
Other interest income	226	415	-
641			
-----	-----	-----	-----
Total interest income	19,687	17,517	-
37,204			
INTEREST EXPENSE			
Deposits	4,891	5,793	-
10,684			
Borrowed funds	2,435	1,676	-
4,111			
Trading account liabilities	678	297	-
975			
Long-term debt	1,966	1,166	-
3,132			
-----	-----	-----	-----

Total interest expense	9,970	8,932	-
18,902	-----	-----	----
NET INTEREST INCOME	9,717	8,585	-
18,302			
Provision for credit losses	954	950	-
1,904	-----	-----	----
NET CREDIT INCOME	8,763	7,635	-
16,398			
Gains on sales of securities	155	26	-
181			
Noninterest income	5,929	6,042	-
11,971			
Foreclosed properties expense (income)	9	(22)	-
(13)			
Merger and restructuring items	374	-	-
374			
Noninterest expense	9,234	8,399	-
17,633	-----	-----	----
INCOME BEFORE INCOME TAXES	5,230	5,326	-
10,556			
Income tax expense	1,898	2,116	-
4,014	-----	-----	----
NET INCOME BEFORE PREFERRED DIVIDENDS	3,332	3,210	-
6,542			
Preferred dividends	11	100	-
111	-----	-----	----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 3,321	\$ 3,110	\$ -
\$ 6,431	=====	=====	=====
Basic earnings per share	\$ 3.53	\$ 4.45	
\$ 3.71	=====	=====	
Diluted earnings per share	\$ 3.44	\$ 4.32	
\$ 3.61	=====	=====	
Average common shares - Basic (thousands)	941,992	699,189	
1,733,194	=====	=====	
Average common shares - Diluted (thousands)	967,672	719,777	
1,782,172	=====	=====	

</TABLE>

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PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(UNAUDITED)

FOR THE YEAR ENDED DECEMBER 31, 1996

NATIONSBANK
BANKAMERICA
COMBINED

	PRO FORMA		
	NATIONSBANK	BANKAMERICA	ADJUSTMENTS
	-----	-----	-----

(DOLLARS IN MILLIONS, EXCEPT PER SHARE

AMOUNTS)
<S>
<C>
INTEREST INCOME

<C> <C> <C>

Interest and fees on loans and leases \$ 26,533	\$ 13,121	\$ 13,412	\$ -
Interest and dividends on securities 2,778	1,618	1,160	-
Federal funds sold and securities purchased under agreements to resell 1,371	689	682	-
Trading account securities 2,229	1,228	1,001	-
Other interest income 629	176	453	-
-----	-----	-----	-----
Total interest income 33,540	16,832	16,708	-
INTEREST EXPENSE			
Deposits 9,605	4,246	5,359	-
Borrowed funds 3,704	2,274	1,430	-
Trading account liabilities 880	653	227	-
Long-term debt 2,498	1,435	1,063	-
-----	-----	-----	-----
Total interest expense 16,687	8,608	8,079	-
-----	-----	-----	-----
NET INTEREST INCOME 16,853	8,224	8,629	-
Provision for credit losses 1,645	760	885	-
-----	-----	-----	-----
NET CREDIT INCOME 15,208	7,464	7,744	-
Gains on sales of securities 113	86	27	-
Noninterest income 9,744	4,408	5,336	-
Foreclosed properties expense 22	21	1	-
Merger and restructuring items 398	118	280	-
Noninterest expense 15,336	7,283	8,053	-
-----	-----	-----	-----
INCOME BEFORE INCOME TAXES 9,309	4,536	4,773	-
Income tax expense 3,497	1,597	1,900	-
-----	-----	-----	-----
NET INCOME BEFORE PREFERRED DIVIDENDS 5,812	2,939	2,873	-
Preferred dividends 202	17	185	-
-----	-----	-----	-----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS \$ 5,610	\$ 2,922	\$ 2,688	\$ -
=====	=====	=====	=====
Basic earnings per share \$ 3.42	\$ 3.56	\$ 3.72	
=====	=====	=====	
Diluted earnings per share \$ 3.36	\$ 3.50	\$ 3.65	
=====	=====	=====	
Average common shares - Basic (thousands) 1,638,382	820,945	722,373	
=====	=====	=====	
Average common shares - Diluted (thousands) 1,670,626	837,706	736,055	
=====	=====	=====	

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PRO FORMA CONDENSED INCOME STATEMENT
NATIONSBANK/BANKAMERICA
(UNAUDITED)

FOR THE YEAR ENDED DECEMBER 31, 1995

NATIONSBANK BANKAMERICA COMBINED	NATIONSBANK	BANKAMERICA	PRO FORMA ADJUSTMENTS
AMOUNTS)	(DOLLARS IN MILLIONS, EXCEPT PER SHARE		
	<C>	<C>	<C>
INTEREST INCOME			
Interest and fees on loans and leases \$ 24,894	\$ 12,134	\$ 12,760	\$ -
Interest and dividends on securities 3,120	1,844	1,276	-
Federal funds sold and securities purchased under agreements to resell 1,592	942	650	-
Trading account securities 1,841	1,100	741	-
Other interest income 632	166	466	-
	-----	-----	----
Total interest income 32,079	16,186	15,893	-
INTEREST EXPENSE			
Deposits 9,197	4,274	4,923	-
Borrowed funds 4,018	2,858	1,160	-
Trading account liabilities 1,078	896	182	-
Long-term debt 2,077	964	1,113	-
	-----	-----	----
Total interest expense 16,370	8,992	7,378	-
NET INTEREST INCOME 15,709	7,194	8,515	-
Provision for credit losses 945	505	440	-
	-----	-----	----
NET CREDIT INCOME 14,764	6,689	8,075	-
Gains on sales of securities 58	34	24	-
Noninterest income 8,256	3,787	4,469	-
Foreclosed properties expense 48	30	18	-
Merger and restructuring items -	-	-	-
Noninterest expense 14,653	6,670	7,983	-
	-----	-----	----
INCOME BEFORE INCOME TAXES 8,377	3,810	4,567	-
Income tax expense 3,230	1,327	1,903	-
	-----	-----	----
NET INCOME BEFORE PREFERRED DIVIDENDS 5,147	2,483	2,664	-

Preferred dividends	24	227	-
251			
-----	-----	-----	-----
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 2,459	\$ 2,437	\$ -
\$ 4,896			
=====	=====	=====	=====
Basic earnings per share	\$ 3.18	\$ 3.28	
\$ 3.03			
=====	=====	=====	
Diluted earnings per share	\$ 3.10	\$ 3.24	
\$ 2.98			
=====	=====	=====	
Average common shares - Basic (thousands)	773,799	741,963	
1,613,404			
=====	=====	=====	
Average common shares - Diluted (thousands)	800,104	751,112	
1,650,062			
=====	=====	=====	

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NOTES TO THE UNAUDITED PRO FORMA
CONDENSED FINANCIAL INFORMATION

Note 1 - Basis of Presentation

On April 10, 1998, NationsBank entered into an Agreement and Plan of Reorganization with BankAmerica. The Reorganization will create a new Delaware holding company which will be headquartered in Charlotte, North Carolina. Each outstanding share of BankAmerica common stock will be converted into 1.1316 shares of the new holding company's common stock and each share of NationsBank's common stock will be converted into one share of the new company's common stock.

The unaudited Pro Forma Condensed Financial Information has been prepared assuming that the Reorganization will be accounted for under the pooling of interests method of accounting and is based on the historical consolidated financial statements of NationsBank and BankAmerica. Certain amounts in the historical financial statements of BankAmerica have been reclassified to conform with NationsBank's historical financial statement presentation.

The pro forma adjustments represent management's best estimates based on available information at this time. Actual adjustments will differ from those reflected in the unaudited Pro Forma Condensed Financial Information. NationsBank and BankAmerica are still in the process of reviewing their respective accounting policies relative to those followed by the other entity. As a result of this review, it may be necessary to restate certain amounts in NationsBank's or BankAmerica's financial statements to conform to those accounting policies that are most appropriate. In management's opinion, any such restatements will not be material.

On January 9, 1998, NationsBank completed its merger with Barnett, headquartered in Jacksonville, Florida, resulting in the issuance of approximately 233 million shares of NationsBank's common stock. The transaction was accounted for under the pooling of interests method of accounting and accordingly, the historical financial statements of NationsBank reflect the merger with Barnett for all periods presented.

On January 7, 1997, NationsBank completed the acquisition of Boatmen's, headquartered in St. Louis, Missouri, resulting in the issuance of approximately 195 million shares of NationsBank's common stock valued at \$9.4 billion and aggregate cash payments of \$371 million to Boatmen's shareholders. At the acquisition date, Boatmen's total assets and deposits were approximately \$41.2 billion and \$32.0 billion, respectively. The acquisition was accounted for under the purchase method of accounting and, accordingly, is included in NationsBank's historical financial statements from the date of acquisition.

in conjunction with the historical consolidated financial statements and the related notes thereto of each of NationsBank and BankAmerica. NationsBank's historical financial statements, restated to give retroactive effect of the merger of NationsBank with Barnett, are included in NationsBank's Current Report on Form 8-K filed with the SEC on April 16, 1998. In addition, NationsBank's historical interim financial statements for the three months ended March 31, 1998 are included in NationsBank's Form 10-Q filed with the SEC on May 15, 1998. BankAmerica's historical financial statements are incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997 as filed with the SEC on March 16, 1998 and its Form 10-Q for the three months ended March 31, 1998 as filed with the SEC on May 14, 1998.

Note 2 - Merger and Restructuring Items

In connection with the Reorganization, the combined company expects to incur pre-tax merger and restructuring items of approximately \$1.3 billion (\$800 million after tax), which will include severance and change in control expenses, conversion and related costs and occupancy and equipment expenses (primarily lease exit costs and the elimination of duplicate facilities and other capitalized assets), exit costs related to contract terminations and other Reorganization costs (including legal and investment banking fees). The pro forma adjustments represent management's best estimates based on available information at this time. Actual adjustments will differ from those reflected in the unaudited Pro Forma Condensed Financial Information.

Note 3 - Divestitures

The combined company anticipates that, to comply with what the Federal Reserve Board, the Department of Justice and certain state authorities may require in connection with their review of the Reorganization, certain branches of NationsBank and BankAmerica will need to be divested in various markets where each of NationsBank and BankAmerica have a combined share of deposits. The impact of anticipated branch divestitures on the combined company's financial condition and results of operations is not expected to be material.

Note 4 - Shareholders' Equity

In conjunction with the Reorganization, a new holding company will be established called BankAmerica Corporation. Each outstanding share of BankAmerica common stock will be converted into 1.1316 shares of the new holding company's common stock and each share of NationsBank's common stock will be converted into one share of the new company's common stock. NationsBank and BankAmerica had 955 million and 683 million shares of common stock outstanding as of March 31, 1998, respectively. The common stock in the Unaudited Pro Forma Condensed Balance Sheet has been adjusted to reflect the reclassification of BankAmerica's additional paid-in capital and treasury stock to conform to NationsBank's presentation. Unaudited pro forma retained earnings reflects the estimated adjustment for anticipated merger and restructuring costs as described above.

Note 5 - Preferred Stock Redemption

In April 1998, the Board of Directors of BankAmerica authorized the redemption of its Series A and Series B Cumulative Adjustable Preferred Stock (the "Preferred Stock"). All 5,178,000 shares of the Series A Preferred Stock and 3,546,100 shares of the Series B Preferred Stock will be redeemed at \$50.00 per share and \$100.00 per share, respectively, on June 29, 1998. The Preferred Stock has certain voting rights in only specific limited situations and is not convertible into shares of BankAmerica common stock.

Note 6 - Operating Cost Savings

The combined company expects to achieve a certain level of cost savings through the optimization of delivery systems, reduction of corporate overhead, elimination of redundant staff functions, consolidation of business lines, data processing and back office operations, infrastructure and vendor leverage and the elimination of certain duplicate or excess facilities. No adjustment has been included in the unaudited Pro Forma Condensed Financial Information for the anticipated operating cost savings. There can be no assurance that anticipated operating cost savings will be achieved in the expected amounts or at the times anticipated.

(c) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Consolidated Financial Statements of BankAmerica Corporation and Report of Ernst & Young LLP.*

- 99.2 Consent of Ernst & Young LLP.*
- 99.3 Unaudited Interim Financial Statements of BankAmerica as of March 31, 1998 and for the three months ended March 31, 1998 and March 31, 1997, incorporated by reference to pages 2 through 15 of BankAmerica's Quarterly Report on Form 10-Q, dated May 14, 1998.

* Previously filed.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NationsBank Corporation
Registrant

Date: May 18, 1998

/s/ Marc D. Oken
Marc D. Oken
Executive Vice President
and Chief Accounting Officer