

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

BA MERCHANT SERVICES, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

055239-10-7

(CUSIP Number)

James W. Kiser, Secretary
Bank of America National Trust and Savings Association
555 California Street, 6th Floor
San Francisco, California 94104
(415) 622-2091

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

With a copy to:

Paul J. Polking
General Counsel
BankAmerica Corporation
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5000

Rodney R. Peck
Pillsbury Madison & Sutro LLP
P.O. Box 7880
San Francisco, CA 94120
(415) 983-1000

October 22, 1998

(Date of Event which Requires Filing of Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of (S) 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

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CUSIP NO. 055239-10-7

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS: BankAmerica Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC,OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0 (see Item 4)

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

32,400,000 (see Item 4)

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

0 (see Item 4)

WITH

10

SHARED DISPOSITIVE POWER

32,400,000 (see Item 4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

32,400,000 (see Item 4)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

66.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

HC, CO

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CUSIP NO. 055239-10-7

NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE

1

PERSONS: Bank of America National Trust and Savings Association

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF

0 (see Item 4)

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

32,400,000 (see Item 4)

EACH

SOLE DISPOSITIVE POWER

REPORTING	0 (see Item 4)
PERSON	-----
	SHARED DISPOSITIVE POWER
WITH	10
	32,400,000 (see Item 4)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	32,400,000 (see Item 4)

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	[]

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	66.6%

14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	BK

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This Schedule 13D is being filed jointly by Bank of America National Trust and Savings Association and BankAmerica Corporation, the successor issuer to NationsBank Corporation, a North Carolina corporation ("NationsBank"), under Rule 12g-3(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Effective September 25, 1998, NationsBank was reincorporated from North Carolina to Delaware by forming a new, wholly-owned Delaware subsidiary named "NationsBank (DE) Corporation" ("NationsBank (DE)"), having no assets or liabilities other than nominal assets or liabilities, and merging NationsBank with and into NationsBank (DE) (the "Reincorporation Merger"), with NationsBank (DE) as the surviving corporation in the Reincorporation Merger and being renamed "NationsBank Corporation." On September 30, 1998, BankAmerica Corporation, a Delaware corporation, was merged with and into NationsBank (DE) (the "Merger"), with NationsBank (DE) as the surviving corporation in the Merger. In connection with the Merger, NationsBank (DE) changed its name to "BankAmerica Corporation."

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the Class A Common Stock, par value \$.01 per share (the "Class A Common Stock") of BA Merchant Services, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at One South Van Ness Avenue, San Francisco, California 94103.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule 13D is being filed jointly by each of the following persons pursuant to Rule 13d-1(f) promulgated by the Securities and Exchange Commission (the "Commission") pursuant to Section 13 of the Exchange Act: (i) BankAmerica Corporation, a Delaware corporation ("BankAmerica"); and (ii) Bank of America National Trust and Savings Association, a national trust and savings association and a wholly-owned subsidiary of BankAmerica ("Bank of America" and, together with BankAmerica, the "Reporting Persons").

BankAmerica is a bank holding company whose subsidiaries provide a diversified range of banking and nonbanking financial products and services to individuals, businesses, government agencies and financial institutions throughout the U.S. and in selected international markets. The address of the principal business and principal office of BankAmerica is 100 North Tryon Street, Charlotte, North Carolina 28255. Bank of America is a national banking association engaged in the banking business, with a variety of subsidiaries engaged in various activities, including consumer and commercial banking, consumer and commercial finance, corporate and investment banking, commercial real estate lending, private banking and investment services and other financial services. The address of the principal business and principal office of Bank of America is 555 California Street, San Francisco, California 94104.

Certain information required by this Item 2 concerning the directors and executive officers of BankAmerica and Bank of America is set forth on Schedule A attached hereto, which is incorporated herein by reference.

During the last five years, neither BankAmerica nor Bank of America nor, to the best of their knowledge, any of the persons listed on Schedule A attached hereto, has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which

such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Except for the shares of the Issuer described in Item 5, neither Reporting Person has acquired any shares of the Issuer as of the date hereof. As indicated in Item 4, one or both of the Reporting Persons may in the future acquire additional shares of the Issuer. If undertaken, funds for such acquisitions may come from a variety of sources, including the working capital of one or both of the Reporting Persons, existing credit or borrowing facilities of the Reporting Persons or funds from newly issued indebtedness or other securities of one or both of the Reporting Persons or the proceeds thereof.

ITEM 4. PURPOSE OF TRANSACTION.

On October 22, 1998, at a meeting of the Board of Directors of the Issuer, representatives of Bank of America presented a proposal to the Board of Directors of the Issuer regarding the possible acquisition for cash of all of the outstanding shares of Class A Common Stock not currently owned by BankAmerica and its subsidiaries. Bank of America indicated at such meeting a willingness to acquire such shares at a cash price per share of \$15.50. It is currently anticipated that such transaction would be structured as a merger. At such Board meeting, a Special Committee of the Board of Directors of the Issuer was formed, consisting of Messrs. Donald R. Dixon, William E. Fisher and Hatim Tyabji, who are members of the Board of Directors of the Issuer and unaffiliated with BankAmerica. The Special Committee is expected to promptly engage its own legal and financial advisors to review the matter. Consummation of such transaction would be subject to the approval of the Board of Directors and the stockholders of the Issuer and negotiation of a definitive agreement, as well as other customary conditions, including receipt of all necessary regulatory approvals. The Reporting Persons reserve the option to explore the possible acquisition of the shares of Class A Common Stock not currently held by Bank of America on a basis other than a merger, including by a tender offer or otherwise. Such acquisition could, if accomplished, result in the Reporting Persons owning all or substantially all of the equity interest in the Issuer and, ultimately, in a business combination with the Issuer. Following any such transaction, the Reporting Persons could determine to combine or transfer some or all of the operations or assets of the Issuer with those of, or to, other businesses conducted by the Reporting Persons. Any such actions the Reporting Persons might undertake will depend upon the Reporting Persons' review of numerous factors, including, among other things: the availability of shares of Class A Common Stock for purchase and the price levels of such shares; general market and economic conditions; on-going evaluation of the Issuer's business, financial condition, operations, competitive position and prospects; the relative attractiveness of alternative business and investment opportunities; the actions of the management, Board of Directors and Special Committee of the Issuer; and other future developments. See Item 5.

Although the foregoing reflects activities presently contemplated by the Reporting Persons with respect to the Issuer, the foregoing is subject to change at any time. Except as set forth in this Schedule 13D, the Reporting Persons currently have no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Bank of America is the record owner of 32,400,000 shares of the Issuer's Class B Common Stock, which represented 100% of the Class B Common Stock outstanding at September 30, 1998. Shares of Class B Common Stock are convertible into an equal number of shares of Class A Common Stock upon the occurrence of certain events, as described below. Bank of America is currently entitled to cause such conversion. Thus, Bank of America may be deemed for reporting purposes to beneficially own 32,400,000 shares of Class A Common Stock of the Issuer. Bank of America's ownership of Class B Common Stock represents approximately 66.6% of the outstanding Class A and Class B Common Stock of the Issuer and approximately 95.2% of the combined voting power of the two classes of common stock. Bank of America has the power to vote, direct the vote, dispose and direct the disposition of its Class B Common Stock. For reporting purposes, BankAmerica may be deemed the beneficial owner of the shares owned by Bank of America.

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One share of Class B Common Stock is convertible into one share of Class A Common Stock under conditions set forth in the Issuer's Amended and Restated Certificate of Incorporation. Generally, Class B Common Stock is convertible into Class A Common Stock prior to a tax-free spin-off: a) at any time, at the holder's option; b) automatically, for any shares retained by BankAmerica or its subsidiaries after transfer of more than a 50% economic interest in the Common

Stock in a single transaction to a person who is not an affiliate of BankAmerica (a "Class B Transferee"); c) automatically, upon transfer of a share to a person other than BankAmerica or its subsidiaries or a Class B Transferee or its subsidiaries; d) automatically, if shares owned by BankAmerica or its subsidiaries or a Class B Transferee or its subsidiaries in the aggregate constitute less than 30% of the economic ownership represented by the aggregate number of shares of Class A and Class B Common Stock then outstanding. Shares transferred to BankAmerica stockholders or to stockholders of a Class B Transferee in a tax-free spin-off do not convert upon such spin-off. After a tax-free spin-off, Class B shares automatically convert into Class A shares on the fifth anniversary of a tax-free spin-off, unless, prior to such tax-free spin-off, written advice of counsel is delivered to the Issuer to the effect that the conversion could adversely affect the ability to secure a tax-free ruling from the Internal Revenue Service, or the Service has adopted a non-ruling policy on tax-free spin-offs and the conversion could adversely affect the tax-free status of the distribution, in which case stockholders must approve the conversion (unless written advice of counsel is delivered to the Issuer to the effect that such stockholder vote could adversely affect the tax-free status of the distribution).

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A: Agreement as to Joint Filing of Schedule 13D, dated as of October 30, 1998, between BankAmerica and Bank of America.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 30, 1998.

BANKAMERICA CORPORATION

By /s/ Charles P. Welch

Charles P. Welch
Senior Vice President

BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION

By /s/ John E. Mack

John E. Mack
Senior Vice President

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SCHEDULE A

Directors and Executive Officers

The following table sets forth the names, addresses and principal occupations of the directors and executive officers of Bank of America National Trust and Savings Association ("Bank of America"). Each such person is a citizen of the United States of America.

Directors

<TABLE>

<CAPTION>

Name	Address	Principal Occupation
------	---------	----------------------

<S> Hugh L. McColl, Jr.	----- <C> BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	----- <C> Chairman and Chief Executive Officer
David A. Coulter	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President (through October 30, 1998)
James H. Hance, Jr.	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Vice Chairman and Chief Financial Officer
Kenneth D. Lewis	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	President, Consumer and Commercial Banking
Michael J. Murray	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Global Corporate and Investment Banking
Michael E. O'Neill	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Principal Investing and Wealth Management
F. William Vandiver Jr.	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Corporate Risk Management Executive

</TABLE>

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SCHEDULE A (continued)

Executive Officers

<TABLE>
<CAPTION>

Name ----	Address -----	Principal Occupation -----
<S> Hugh L. McColl, Jr.	<C> BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	<C> Chairman and Chief Executive Officer
David A. Coulter	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President (through October 30, 1998)
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Michael E. O'Neill	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Principal Investing and Wealth Management
F. William Vandiver, Jr.	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Corporate Risk Management Executive

</TABLE>

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SCHEDULE A (continued)

The following table sets forth the names, addresses and principal occupations of the directors and executive officers of BankAmerica Corporation ("BankAmerica"). Each such person is a citizen of the United States of America.

Directors

Name	Address	Principal Occupation
Charles W. Coker	Post Office Box 160 Hartsville, SC 29551-0160	Chairman, Sunoco Products Company
David A. Coulter	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, BankAmerica Corporation (through October 30, 1998)
Timm Crull	c/o Hallmark Cards, Inc. 1024 E. Balboa Boulevard Newport Beach, CA 92661	Retired Chairman, Nestle USA, Inc.
Alan T. Dickson	1000 Two First Union Center Charlotte, NC 28282	Chairman of the Board, Ruddick Corporation
Kathleen Feldstein	147 Clifton Street Belmont, MA 02178	President, Economic Studies, Inc.
Paul Fulton	First Stratford Building 101 S. Stratford Road Winston-Salem, NC 27104	Chairman and CEO, Bassett Furniture Industries, Inc.
Donald E. Guinn	Pacific Telesis Center 130 Kearney Street Room 3704 San Francisco, CA 94108	Chairman Emeritus, Pacific Telesis Group
C. Ray Holman	Post Office Box 5840 St. Louis, MO 63134	Chairman and Chief Executive Officer, Mallinckrodt Inc.
W.W. Johnson	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Chairman, Executive Committee, BankAmerica Corporation
Walter Massey	Office of the President 830 Westview Drive Atlanta, GA 30314	President, Morehouse College

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SCHEDULE A (continued)

Directors (continued)

Name	Address	Principal Occupation
Hugh L. McColl, Jr.	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Chairman and Chief Executive Officer, BankAmerica Corporation
Richard M. Rosenberg	555 California Street 5th Floor San Francisco, CA 94104	Retired Chairman and Chief Executive Officer, BankAmerica Corporation
O. Temple Sloan, Jr.	Post Office Box 26006 Raleigh, NC 27611	Chairman, General Parts Inc.
Meredith R. Spangler	668 Hempstead Place Charlotte, NC 28207-2320	Chairman, C.D. Spangler Foundation
A. Michael Spence	Memorial Way, Room 140 Stanford, CA	Dean of Graduate School of Business, Stanford University
Ronald Townsend	Gannett Television c/o WTLV-TV12 1070 East Adams Street Jacksonville, FL 32202	Communications Consultant
Solomon Trujillo	1801 California Street 52nd Floor Denver, CO 80202	President and Chief Executive Officer, US West Communications Group
Jackie M. Ward	5775 Peachtree-Dunwoody Rd Building G, Fourth Floor	President and CEO, Computer Generation Incorporated

Atlanta, GA 30342

Virgil R. Williams	Post Office Box 105106 Atlanta, GA 30087	Chairman and CEO, Williams Group International, Inc.
Shirley Young	14-117 General Motors Bldg. Detroit, MI 48202	Vice President, General Motors Corporation

</TABLE>

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SCHEDULE A (continued)

Executive Officers

<TABLE>

<CAPTION>

Name -----	Address -----	Principal Occupation -----
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Michael E. O'Neill	BankAmerica Corporation 555 California Street San Francisco, CA 94104	President, Principal Investing and Wealth Management
F. William Vandiver, Jr.	BankAmerica Corporation 100 North Tryon Street Charlotte, NC 28255	Corporate Risk Management Executive

</TABLE>

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EXHIBIT A

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13D

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing, on behalf of each of them, of a Statement on Schedule 13D (including amendments thereto) with respect to the Class A Common Stock of BA Merchant Services, Inc. Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: October 30, 1998

BANKAMERICA CORPORATION

By /s/ Charles P. Welch

Charles P. Welch
Senior Vice President

BANK OF AMERICA NATIONAL TRUST AND
SAVINGS ASSOCIATION

By /s/ John E. Mack

John E. Mack
Senior Vice President