

REGISTRATION NO. 333-60553

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

AMENDMENT NO. 1

TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATIONSBANK CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>			
<S>	<C>	<C>	
	NORTH CAROLINA(1)		6711
(I.R.S. EMPLOYER IDENTIFICATION NO.)	(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	
</TABLE>			

NATIONSBANK CORPORATE CENTER
100 NORTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28255
(704) 386-5000
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

PAUL J. POLKING, ESQ.
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
NATIONSBANK CORPORATION
NATIONSBANK CORPORATE CENTER
100 NORTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28255
(704) 386-5000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:

<TABLE>			
<S>	<C>	<C>	
JAMES N. ROETHE, ESQ. EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL BANKAMERICA CORPORATION 555 CALIFORNIA STREET SAN FRANCISCO, CALIFORNIA 94104	EDWARD D. HERLIHY, ESQ. WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NEW YORK 10019	BOYD C. CAMPBELL, JR. SMITH HELMS MULLISS & MOORE, L.L.P. 201 NORTH TRYON STREET CHARLOTTE, NORTH CAROLINA 28202	
</TABLE>			

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective. If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box: []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

 ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following exhibits are filed herewith or incorporated herein by reference.

<TABLE> <CAPTION> EXHIBIT NUMBER -----			DESCRIPTION -----
<C>	<S>	<C>	
2.1	--		Agreement and Plan of Reorganization by and between BankAmerica Corporation and NationsBank Corporation, dated as of April 10, 1998. (Included as Appendix A to the accompanying Joint Proxy Statement-Prospectus.)
2.2	--		Plan of Reincorporation Merger by and between NationsBank Corporation and NationsBank (DE) Corporation, dated as of August 3, 1998. (Included as Appendix B to the accompanying Joint Proxy Statement-Prospectus.)
3.1	--		Certificate of Incorporation of the Combined Company, executed on July 31, 1998. (Included as Appendix H to the accompanying Joint Proxy Statement-Prospectus.)
3.2	--		By-laws of the Combined Company.
5.1	--		Opinion of Paul J. Polking, Esq., Executive Vice President and General Counsel of NationsBank Corporation, as to the validity of the shares of Combined Company Common Stock.
8.1	--		Opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.
10.1	--		Employment Agreement, dated as of April 10, 1998, by and between NationsBank Corporation and David A. Coulter.
10.2	--		Employment Agreement, dated as of April 10, 1998, by and between NationsBank Corporation and Michael J. Murray.
10.3	--		Employment Agreement, dated as of April 10, 1998, by and between NationsBank Corporation and Michael E. O'Neill.
10.4	--		Employment Agreement, dated as of April 10, 1998, by and between NationsBank Corporation and James H. Hance, Jr.
10.5	--		Employment Agreement, dated as of April 10, 1998, by and between NationsBank Corporation and Kenneth D. Lewis.
10.6	--		Form of Amended and Restated NationsBank Corporation Key Employee Stock Plan.
23.1	--		Consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated.
23.2	--		Consent of Goldman, Sachs & Co.*
23.3	--		Consent of Paul J. Polking, Esq., Executive Vice President and General Counsel of NationsBank Corporation. (Included in Exhibit 5.1 to this Registration Statement.)
23.4	--		Consent of Wachtell, Lipton, Rosen & Katz. (Included in Exhibit 8.1 to this Registration Statement.)
23.5	--		Consent of Ernst & Young LLP.
23.6	--		Consent of PricewaterhouseCoopers LLP.
24.1	--		Power of Attorney and Certified Resolutions.
99.1	--		Stock Option Agreement, dated as of April 10, 1998, by and between BankAmerica Corporation (as issuer) and NationsBank Corporation (as grantee). (Included as Appendix C to the accompanying Joint Proxy Statement-Prospectus.)
99.2	--		Stock Option Agreement, dated as of April 10, 1998, by and between NationsBank Corporation (as issuer) and BankAmerica Corporation (as grantee). (Included as Appendix D to the accompanying Joint Proxy Statement-Prospectus.)
99.3	--		Notice of Special Meeting of Shareholders of NationsBank Corporation. (Included in the accompanying Joint Proxy Statement-Prospectus.)

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99.4	--		Chief Executive Officer's Letter to Shareholders of NationsBank Corporation. (Included in the accompanying Joint Proxy Statement-Prospectus.)
99.5	--		Notice of Special Meeting of Shareholders of BankAmerica Corporation. (Included in the accompanying Joint Proxy Statement-Prospectus.)
99.6	--		Chairman's Letter to Shareholders of BankAmerica

Corporation. (Included in the accompanying Joint Proxy Statement-Prospectus.)

99.7 -- Form of Proxy for Special Meeting of Shareholders of NationsBank Corporation.

99.8 -- Form of Proxy for Special Meeting of Shareholders of BankAmerica Corporation.

99.9 -- Consent of David A. Coulter*

</TABLE>

*Filed herewith. All other exhibits were previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, this 4th day of August, 1998.

NATIONSBANK CORPORATION

(Registrant)

By: _____
 Hugh L. McColl, Jr.
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 4th day of August, 1998.

<TABLE>
 <CAPTION>

SIGNATURE -----	CAPACITY -----
* ----- Hugh L. McColl, Jr.	<S> Chief Executive Officer and Director (Principal Executive Officer)
* ----- James H. Hance, Jr.	Director, Vice Chairman and Chief Financial Officer (Principal Financial Officer)
* ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)
* ----- Charles E. Rice	Chairman of the Board and Director
* ----- Ray C. Anderson	Director
* ----- Rita Bornstein	Director
* ----- B.A. Bridgewater, Jr.	Director
* ----- Thomas E. Capps	Director
* ----- Alvin R. Carpenter	Director
* ----- Charles W. Coker	Director

*	Director

Thomas G. Cousins	
*	Director

Andrew B. Craig, III	
*	Director

Alan T. Dickson	
*	Director

Paul Fulton	

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<TABLE>
<CAPTION>

SIGNATURE -----	CAPACITY -----
*	<S> Director

C. Ray Holman	
*	Director

W. W. Johnson	
*	President and Director

Kenneth D. Lewis	
*	Director

Russell W. Meyer, Jr.	
*	Director

Richard B. Priory	
*	Director

John C. Slane	
*	Director

O. Temple Sloan, Jr.	
*	Director

Meredith R. Spangler	
*	Director

Albert E. Suter	
*	Director

Ronald Townsend	
*	Director

Jackie M. Ward	
*	Director

John A. Williams	
*	Director

Virgil R. Williams	

* By: /s/ CHARLES M. BERGER

Charles M. Berger, Attorney-in-fact
</TABLE>

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* Filed herewith. All other exhibits were previously filed.

August 4, 1998

Board of Directors
BankAmerica Corporation
555 California Street
San Francisco, California 94104

Re: Joint Proxy Statement-Prospectus

Ladies and Gentlemen:

Reference is hereby made to our opinion letter (The "Opinion Letter") dated August 4, 1998 relating to the fairness, from a financial point of view, to the holders of the outstanding shares of common stock, par value \$1.5625 per share ("BankAmerica Common Stock"), of BankAmerica Corporation ("BankAmerica") of the exchange ratio of 1.1316 shares of common stock, without par value, of NationsBank Corporation ("NationsBank") to be received for each share of BankAmerica Common Stock pursuant to the merger (The "Merger") contemplated by the Agreement and Plan of Reorganization dated as of April 10, 1998 by and between NationsBank and BankAmerica.

The Opinion Letter is for the information and assistance of the Board of Directors of BankAmerica in connection with its consideration of the Merger and is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any registration statement, proxy statement or any other documents, except in accordance with our prior written consent.

In that regard we hereby consent to the reference to the Opinion Letter under the captions "SUMMARY--Opinions of Financial Advisors," "THE MERGER--Background of the Merger" and "THE MERGER--Opinion of BankAmerica's Financial Advisor" and to the inclusion of the Opinion Letter in the Registration Statement on Form S-4 of NationsBank dated August 4, 1998 which includes the Joint Proxy Statement-Prospectus filed in connection with the Merger. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Goldman, Sachs & Co.

(GOLDMAN, SACHS & CO)

CONSENT

I hereby consent to being named in the Joint Proxy Statement/Prospectus which forms a part of the Registration Statement on Form S-4 relating to the proposed merger of BankAmerica Corporation with NationsBank Corporation as a person who is about to become a director of the Combined Company (as defined therein).

August 4, 1998

/s/ David A. Coulter

David A. Coulter