

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATIONSBANK CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

NORTH CAROLINA (State or Other Jurisdiction of Incorporation or Organization)	56-0906609 (I.R.S. Employer Identification No.)
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NATIONSBANK CORPORATE CENTER 100 NORTH TRYON STREET CHARLOTTE, NORTH CAROLINA (Address of Principal Executive Offices)	28255 (Zip Code)
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NATIONSBANK CORPORATION 1996 ASSOCIATES
STOCK OPTION AWARD PLAN
(Full Title of the Plan)

PAUL J. POLKING, ESQ.
GENERAL COUNSEL
NATIONSBANK CORPORATION
NATIONSBANK CORPORATE CENTER
100 NORTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28255
(Name and Address of Agent for Service)

(704) 386-5000
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
<S>	<C>	<C>	<C>	<C>
COMMON STOCK	4,000,000 SHARES	\$106.0625	\$424,250,000	\$128,561

</TABLE>

- (1) DETERMINED ON THE BASIS OF THE AVERAGE OF THE HIGH AND LOW PRICES OF THE COMMON STOCK REPORTED ON THE NEW YORK STOCK EXCHANGE COMPOSITE TRANSACTIONS LIST ON JANUARY 27, 1997 IN ACCORDANCE WITH RULE 457(C) UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), SOLELY FOR THE PURPOSE OF CALCULATING THE REGISTRATION FEE PURSUANT TO RULE 457(H) UNDER THE SECURITIES ACT.

STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, with respect to the registration of additional securities of the same class as securities for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective, the Registrant hereby incorporates by this reference herein the contents of its earlier Registration Statement on Form S-8 (Registration No. 333-07105) and hereby deems such contents to be a part hereof, except as otherwise updated or modified by this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have been heretofore filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1995;

(b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1996, June 30, 1996 and September 30, 1996 and Current Reports on Form 8-K filed January 12, 1996, February 1, 1996, March 8, 1996, April 17, 1996, May 16, 1996, July 5, 1996, July 31, 1996, September 6, 1996 (as amended by Form 8-K/A-1 filed September 11, 1996 and by Form 8-K/A-2 filed November 13, 1996), September 20, 1996 (as amended by Form 8-K/A-1 filed September 23, 1996), October 25, 1996, November 14, 1996, December 4, 1996, two reports filed December 17, 1996 and January 16, 1997; and

(c) The description of the Registrant's Common Stock contained in its registration statement filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating such description, including the Registrant's Current Report on Form 8-K filed January 16, 1997.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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The Registrant will provide without charge to each person to whom a Prospectus constituting a part of this Registration Statement is delivered, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies should be directed to Charles J. Cooley, Principal Corporate Personnel Officer, NationsBank Corporation, NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255. Telephone requests may be directed to (704) 386-5000.

ITEM 8. EXHIBITS.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of Charles M. Berger, Esq., Associate General Counsel of the Registrant, as to the legality of the securities being registered.
23.1	Consent of Price Waterhouse LLP.
23.2	Consent of Charles M. Berger, Esq., Associate General Counsel of the Registrant (included in Exhibit 5.1).
24.1	Power of Attorney and Certified Resolutions.
99.1	Amendment to NationsBank Corporation 1996 Associates Stock Option Award Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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, on January 31, 1997.

NATIONSBANK CORPORATION

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 and on the dates indicated.

<TABLE>
<CAPTION>

<S>	Signature	<C>	Title	Date
	*			
- -----	Hugh L. McColl, Jr.		Chief Executive Officer and Director (Principal Executive Officer)	January 31, 1997
	*			
- -----	James H. Hance, Jr.		Vice Chairman and Chief Financial Officer (Principal Financial Officer)	January 31, 1997
	*			
- -----	Marc D. Oken		Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 31, 1997
	*			
- -----	Andrew B. Craig, III		Chairman of the Board and Director	January 31, 1997
	*			
- -----	Ronald W. Allen		Director	January 31, 1997
	*			
- -----	Ray C. Anderson		Director	January 31, 1997
	*			
- -----	William M. Barnhardt		Director	January 31, 1997

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	*			
- -----	B. A. Bridgewater, Jr.		Director	January 31, 1997
	*			
- -----	Thomas E. Capps		Director	January 31, 1997
	*			
- -----	Charles W. Coker		Director	January 31, 1997
	*			
- -----	Thomas G. Cousins		Director	January 31, 1997
	*			
- -----	Alan T. Dickson		Director	January 31, 1997

* ----- W. Frank Dowd, Jr.	Director	January 31, 1997
* ----- Paul Fulton	Director	January 31, 1997
* ----- Timothy L. Guzzle	Director	January 31, 1997
* ----- C. Ray Holman	Director	January 31, 1997
* ----- W. W. Johnson	Director	January 31, 1997
* ----- Russell W. Meyer, Jr.	Director	January 31, 1997
* ----- John J. Murphy	Director	January 31, 1997
* ----- Richard B. Priory	Director	January 31, 1997

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* ----- John C. Slane	Director	January 31, 1997
* ----- O. Temple Sloan, Jr.	Director	January 31, 1997
* ----- John W. Snow	Director	January 31, 1997
* ----- Meredith R. Spangler	Director	January 31, 1997
* ----- Robert H. Spilman	Director	January 31, 1997
* ----- Albert E. Suter	Director	January 31, 1997
* ----- Ronald Townsend	Director	January 31, 1997
* ----- E. Craig Wall, Jr.	Director	January 31, 1997
* ----- Jackie M. Ward	Director	January 31, 1997
* ----- Virgil R. Williams	Director	January 31, 1997

</TABLE>

*By: /s/ Charles M. Berger

Charles M. Berger
Attorney-in-Fact

INDEX TO EXHIBITS

EXHIBIT NO. DESCRIPTION OF EXHIBIT

- 5.1 Opinion of Charles M. Berger, Esq., Associate General Counsel of the Registrant, as to the legality of the securities being registered.
- 23.1 Consent of Price Waterhouse LLP.
- 23.2 Consent of Charles M. Berger, Esq., Associate General Counsel of the Registrant (included in Exhibit 5.1).
- 24.1 Power of Attorney and Certified Resolutions.
- 99.1 Amendment to NationsBank Corporation 1996 Associates Stock Option Award Plan.

NationsBank Corporation
Legal Department
NationsBank Corporate Center
NC1-007-20-01
Charlotte, NC 28255

NATIONSBANK

EXHIBIT 5.1

January 31, 1997

Board of Directors
NationsBank Corporation
NationsBank Corporate Center
Charlotte, North Carolina 28255

Ladies and Gentlemen:

In connection with the proposed registration under the Securities Act of 1933, as amended, of 4,000,000 shares (the "Shares") of the common stock of NationsBank Corporation to be issued pursuant to the terms of the NationsBank Corporation 1996 Associates Stock Option Award Plan (the "Plan"), I have examined such corporate records and other documents, and have reviewed such matters of law as I have deemed necessary or appropriate for this opinion. Based on such examination and review, it is my opinion that the Shares have been duly and validly authorized and, when issued and paid for in accordance with and upon the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

I consent to being named in the Registration Statement on Form S-8 covering the Shares as the attorney who passed upon the legality of the Shares, and to the filing of a copy of this opinion as an exhibit to such Registration Statement on Form S-8.

Very truly yours,

/s/Charles M. Berger
Charles M. Berger
Associate General Counsel

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of NationsBank Corporation of our report dated January 12, 1996, which appears on page 46 of NationsBank Corporation's 1995 Annual Report to Shareholders, which is incorporated by reference in NationsBank Corporation's Annual Report on Form 10-K for the year ended December 31, 1995.

/s/Price Waterhouse LLP
PRICE WATERHOUSE LLP
Charlotte, North Carolina
January 31, 1997

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of NationsBank Corporation, and the several undersigned Officers and Directors thereof whose signatures appear below, hereby makes, constitutes and appoints James W. Kiser and Charles M. Berger, and each of them acting individually, its, his and her true and lawful attorneys with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and her name and on its, his and her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below, (a) one or more Registration Statements of NationsBank Corporation on Form S-8 relating to the issuance of up to 25,000,000 shares of the Common Stock of NationsBank Corporation pursuant to the NationsBank Corporation 1996 Associates Stock Option Award Plan and any and all documents in support thereof or supplemental thereto and any and all amendments, including any and all post-effective amendments, to the foregoing (hereinafter called the "Registration Statements"), and (b) such registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the securities covered by said Registration Statements under such securities laws, regulations or requirements as may be applicable; and each of NationsBank Corporation and said Officers and Directors hereby grants to said attorneys, and to each of them, full power and authority to do and perform each and every act and thing whatsoever as said attorneys or attorney may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as NationsBank Corporation might or could do, and as each of said Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of NationsBank Corporation and said Officers and Directors hereby ratifies and confirms all acts and things which said attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his or her signature as the same may be signed by said attorneys or attorney, or any of them, to any or all of the following (and/or any and all amendments and supplements to any or all thereof): such Registration Statements under the Securities Act of 1933, as amended, and all such registration statements, petitions, applications, consents to service of process and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, NationsBank Corporation has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

NATIONSBANK CORPORATION

By: /s/ Hugh L. McColl, Jr.
 Hugh L. McColl, Jr.
 Chief Executive Officer

Dated: January 22, 1997

<TABLE>
 <CAPTION>

<S> Signature	<C> Title	<C> Date
/s/ Hugh L. McColl, Jr. ----- Hugh L. McColl, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	January 22, 1997
/s/ James H. Hance, Jr. ----- James H. Hance, Jr.	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	January 22, 1997
/s/ Marc D. Oken ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 22, 1997

/s/ Andrew B. Craig, III ----- Andrew B. Craig, III	Chairman of the Board and Director	January 22, 1997
/s/ Ronald W. Allen ----- Ronald W. Allen	Director	January 22, 1997
/s/ Ray C. Anderson ----- Ray C. Anderson	Director	January 22, 1997
/s/ William M. Barnhardt ----- William M. Barnhardt	Director	January 22, 1997
/s/ B. A. Bridgewater, Jr. ----- B. A. Bridgewater, Jr.	Director	January 22, 1997
/s/ Thomas E. Capps ----- Thomas E. Capps	Director	January 22, 1997
/s/ Charles W. Coker ----- Charles W. Coker	Director	January 22, 1997
/s/ Thomas G. Cousins ----- Thomas G. Cousins	Director	January 22, 1997
/s/ Alan T. Dickson ----- Alan T. Dickson	Director	January 22, 1997
/s/ W. Frank Dowd, Jr. ----- W. Frank Dowd, Jr.	Director	January 22, 1997
/s/ Paul Fulton ----- Paul Fulton	Director	January 22, 1997
/s/ Timothy L. Guzzle ----- Timothy L. Guzzle	Director	January 22, 1997
/s/ C. Ray Holman ----- C. Ray Holman	Director	January 22, 1997
/s/ W. W. Johnson ----- W. W. Johnson	Director	January 22, 1997
/s/ Russell W. Meyer, Jr. ----- Russell W. Meyer, Jr.	Director	January 22, 1997
/s/ John J. Murphy ----- John J. Murphy	Director	January 22, 1997
/s/ Richard B. Priory ----- Richard B. Priory	Director	January 22, 1997
/s/ John C. Slane ----- John C. Slane	Director	January 22, 1997
/s/ O. Temple Sloan, Jr. ----- O. Temple Sloan, Jr.	Director	January 22, 1997

/s/ John W. Snow ----- John W. Snow	Director	January 22, 1997
/s/ Meredith R. Spangler ----- Meredith R. Spangler	Director	January 22, 1997
/s/ Robert H. Spilman ----- Robert H. Spilman	Director	January 22, 1997
/s/ Albert E. Suter ----- Albert E. Suter	Director	January 22, 1997
/s/ Ronald Townsend ----- Ronald Townsend	Director	January 22, 1997
/s/ E. Craig Wall, Jr. ----- E. Craig Wall, Jr.	Director	January 22, 1997
/s/ Jackie M. Ward ----- Jackie M. Ward	Director	January 22, 1997
/s/ Virgil R. Williams ----- Virgil R. Williams	Director	January 22, 1997

</TABLE>

CERTIFICATE OF SECRETARY

I, ALLISON L. GILLIAM, Assistant Secretary of NationsBank Corporation, a corporation duly organized and existing under the laws of the State of North Carolina, hereby certify that attached hereto as Attachment A is a true and correct copy of resolutions duly adopted by a majority of the entire Board of Directors of said corporation at a meeting of said Board of Directors held December 17, 1996, at which meeting a quorum was present and acted throughout and that said resolutions are in full force and effect and have not been amended or rescinded as of the date hereof.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of said corporation this 30th day of January, 1997.

(CORPORATE SEAL)

/s/ Allison L. Gilliam

Allison L. Gilliam
Assistant Secretary

ATTACHMENT A

PREAMBLES AND RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF NATIONSBANK CORPORATION AT ITS MEETING ON TUESDAY, DECEMBER 17, 1996 WITH RESPECT TO THE 1996 ASSOCIATES STOCK OPTION AWARD PLAN

WHEREAS, the Corporation sponsors the NationsBank Corporation 1996 Associates Stock Option Award Plan (the "Plan"); and

WHEREAS, the Corporation has entered into an Agreement and Plan of Merger with Boatmen's Bancshares, Inc.; and

WHEREAS, in the opinion of the members of the Board of Directors, it is desirable and in the best interests of the Corporation that the Plan be amended in connection with the Boatmen's transaction, if the Boatmen's transaction is

consummated, to (i) provide for a special grant under the Plan to Boatmen's associates as of the effective date of the merger and (ii) in connection with such special grant, reserve an additional 5,000,000 shares of common stock of the Corporation for awards under the Plan; and

WHEREAS, the Compensation Committee of the Board of Directors has recommended to the Board of Directors such amendment in the form attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED, that the amendment to the NationsBank Corporation 1996 Associates Stock Option Award Plan in the form attached hereto as Exhibit A be, and the same hereby is, authorized, adopted and approved; and

FURTHER RESOLVED, that the Principal Corporate Personnel Officer of the Corporation be, and he hereby is, authorized and directed to execute on behalf of the Corporation the amendment to the Plan attached hereto as Exhibit A; and

FURTHER RESOLVED, that, if the Boatmen's transaction is consummated, an additional 5.0 million shares of common stock of the Corporation (the "Shares") be, and they hereby are, set aside, reserved and authorized for issuance pursuant to the terms of the Plan, as amended, for a total of 25.0 million shares of common stock of the Corporation reserved for issuance under the Plan; and

FURTHER RESOLVED, that the appropriate officers and directors of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to prepare, execute and file, or cause to be prepared and filed, with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-8, and any subsequent registration statements on Form S-8 relating to the Plan, under the Securities Act of 1933, as amended (collectively, the "Registration Statements"), for the registration of the Shares for issuance pursuant to the terms of the Plan with full power and authority to make such changes or additions thereto as any of them may approve, such approval to be conclusively evidenced by the filing thereof, and to prepare, execute and cause to be filed any amendments to such Registration Statements (including, without limitation, post-effective amendments), together with all documents required as exhibits to such Registration Statements or any amendments or supplements thereto, and all certificates, letters, instruments, applications and any other documents which may be required to be filed with the Commission with respect to the registration of the Shares and

to take any and all action with respect to any of the foregoing as they, in their discretion, shall deem necessary or advisable, with the taking of such action conclusively establishing the validity thereof; and

FURTHER RESOLVED, that James W. Kiser and Charles M. Berger be, and each of them with full power to act without the other hereby is, authorized and empowered to sign the aforesaid Registration Statements and any amendment or amendments thereto (including any post-effective amendments) on behalf of and as attorneys for the Corporation and on behalf of and as attorneys for any of the following: the Chief Executive Officer, the Principal Financial Officer, the Principal Accounting Officer and any other officer of the Corporation; and

FURTHER RESOLVED, that Paul J. Polking, Esq. be, and he hereby is, designated and appointed as the agent for service in all matters relating to the Registration Statements; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and directed to take, or cause to be taken, any and all action necessary to effect the listing of the Shares on the New York Stock Exchange (the "NYSE"), the Pacific Stock Exchange (the "PSE") and the London Stock Exchange ("LSE"), including, without limitation, the preparation, execution and filing of all necessary applications, documents, forms and agreements with the NYSE, PSE and LSE, the payment by the Corporation of all required filing or application fees to the NYSE, PSE and LSE and the appearance of any such officer (if requested) before officials of the NYSE, PSE and LSE; and

FURTHER RESOLVED, that it is desirable and in the best interest of the Corporation that the Shares be qualified or registered for sale in various states and certain foreign jurisdictions (if applicable); that the appropriate officers of the Corporation be, and each of them hereby is, authorized to determine the states and foreign jurisdictions (if any) in which appropriate action shall be taken to qualify or register for sale all or such part of such Shares as said officers may deem advisable; that said officers be, and each of them hereby is, authorized to perform on behalf of the Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states or foreign jurisdictions, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents to and

appointments of attorneys for the purpose of receiving and accepting service of process and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of the papers and documents so executed and the action so taken; and

FURTHER RESOLVED, that the consideration to be received for the Shares is adequate and, when issued and paid for in accordance with the terms of the Plan, the Shares shall be deemed to be validly issued, fully paid and nonassessable and the holders of the Shares shall be subject to no further call or liability with respect thereto; and

FURTHER RESOLVED, that Chase Mellon Shareholder Services, L.L.C. be, and it hereby is, appointed Transfer Agent and Registrar for the Shares, and that Chase Mellon Shareholder Services, L.L.C. be, and it hereby is, vested with all the power and authority as Transfer Agent and Registrar with respect to the Shares as it has heretofore been vested with for the shares of common stock of the Corporation currently issued and outstanding; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to take all action, to execute, deliver and file all instruments and documents, to

enter into all agreements and to do or cause to be done all such acts and things (including the payment of all necessary fees and expenses), in the name and on behalf of the Corporation and under its seal or otherwise, as they or any of them may deem necessary or desirable to carry out the intent and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that any action authorized by any of the foregoing resolutions which has been taken prior to the date hereof be, and the same hereby is, ratified and confirmed in all respects.

EXHIBIT A

NATIONSBANK CORPORATION
1996 ASSOCIATES STOCK OPTION AWARD PLAN

Instrument of Amendment

THIS INSTRUMENT OF AMENDMENT (the "Instrument") is executed as of the ____ day of _____, 1996 by NATIONSBANK CORPORATION, a North Carolina corporation (the "Corporation").

Statement of Purpose

The Corporation and its subsidiary corporations (collectively, the "Participating Employers") sponsor the NationsBank Corporation 1996 Associates Stock Option Award Plan (the "Plan"). The Participating Employers desire to amend the Plan as set forth herein in connection with the merger of the Corporation and Boatmen's Bancshares, Inc. pursuant to an Agreement and Plan of Merger dated August 29, 1996 (the "Merger Agreement"). The amendments set forth herein have been approved by the Compensation Committee of the Board of Directors of the Corporation in accordance with the provisions of the Plan.

NOW, THEREFORE, the Plan is hereby amended as follows effective as of the "Effective Date" of the merger with Boatmen's Bancshares, Inc. as defined in the Merger Agreement:

1. Paragraph 2 of the Plan is amended to read as follows:
- "2. SHARES AVAILABLE FOR OPTIONS:

The aggregate number of shares of the Corporation's Common Stock (the "Common Stock") which may be issued and sold pursuant to options granted under the Plan (the "Options") shall not exceed twenty-five million (25,000,000), subject to adjustment or substitution as provided in Paragraph 14. Any shares of Common Stock covered by an Option that lapses, expires, terminates or is canceled shall remain available for issuance pursuant to Options granted under the Plan."

2. The following Paragraph 20 is added to the end of the Plan:
- "20. SPECIAL PROVISIONS REGARDING BOATMEN'S MERGER:

The Corporation and Boatmen's Bancshares, Inc. entered an Agreement and Plan of Merger dated August 29, 1996 (the "Merger Agreement"). On the "Effective Date" of the merger as defined in the Merger Agreement (the "Boatmen's Grant Date"), Options shall be granted under the Plan subject to the following special terms and provisions:

- (a) The persons eligible to receive an Option grant on the Boatmen's Grant Date shall be those persons who (i) are employed by Boatmen's Bancshares, Inc. or one of its

subsidiary corporations immediately prior to the Boatmen's Grant Date, (ii) are "benefits eligible" (as defined in Paragraph 4(c) hereof) and actively

employed on the Boatmen's Grant Date and (iii) are employed in one of the positions set forth in subparagraph (b) below on the Boatmen's Grant Date (or are determined by the Committee to be employed in one of the eligible positions in accordance with the provisions of Paragraph 4(d) hereof) (each a "Boatmen's Eligible Associate"); provided, however, that any person who received an option award during 1996 under either the Boatmen's 1987 Nonqualified Stock Option Plan or the Boatmen's 1991 Incentive Stock Option Plan, other than a person who received an award characterized as a "broad-based" award under such plans, shall not be a Boatmen's Eligible Associate.

(b) The number of shares of Common Stock to be covered by the Option granted to a Boatmen's Eligible Associate on the Boatmen's Grant Date shall be determined as follows:

Position on the Boatmen's Grant Date	# of Shares Covered By Option
Vice President or above	500
Asst. Vice President	400
Officer below level of Asst. Vice President	250
Full-time associate who is not an officer	250
Part-time associate who is not an officer	100

(c) The option exercise price for each share of Common Stock covered by an Option granted on the Boatmen's Grant Date shall be the greater of (i) the Closing Price of the Common Stock on the Boatmen's Grant Date or (ii) the Closing Price of the Common Stock on the July 1, 1996 Grant Date.

(d) In the event the Closing Price of the Common Stock equals or exceeds \$100 (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to the Boatmen's Grant Date, then each Option granted on the Boatmen's Grant Date shall be fifty percent (50%) vested immediately upon grant; and in the event the Closing Price of the Common Stock equals or exceeds \$120 (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to the Boatmen's Grant Date, then each Option granted on the Boatmen's Grant Date shall be one hundred percent (100%) vested immediately upon grant. Except for the preceding provision, each such Option shall vest in accordance with the provisions of Paragraph 8.

(e) Notwithstanding the provisions of subparagraph (d) above, in no event shall an Option granted on the Boatmen's Grant Date be exercisable prior to April 1, 1997. If a Boatmen's Eligible Associate terminates employment prior to April 1, 1997 and the associate's Option is either partially or fully vested, the ninety (90) day period during which the associate may exercise the Option (to the extent vested) shall commence on April 1, 1997.

(f) The definition of "retirement" under Paragraph 8(g) above with respect to a Boatmen's Eligible Participant is modified as follows: "vesting service" for such purpose shall mean "vesting service" as defined under the tax-qualified defined benefit retirement plan in which the associate participates.

Except for the foregoing special terms and provisions, Options granted on the Boatmen's Grant Date shall be subject to the terms and provisions of the Plan without regard to the provisions of this Paragraph 20."

3. The amendments to the Plan set forth in paragraphs 1 and 2 hereof are expressly conditioned on the consummation of the merger in accordance with

the Merger Agreement. In the event such merger is not so consummated, the amendments set forth herein shall be null and void.

IN WITNESS WHEREOF, the Corporation, on behalf of the Participating Employers, has caused this Instrument to be executed by its duly authorized officer as of the day and year first above written.

NATIONSBANK CORPORATION

By: _____
C. J. Cooley, Executive Vice President

"Corporation"

NATIONSBANK CORPORATION
1996 ASSOCIATES STOCK OPTION AWARD PLAN

Instrument of Amendment

THIS INSTRUMENT OF AMENDMENT (the "Instrument") is executed as of the _____ day of _____, 1996 by NATIONSBANK CORPORATION, a North Carolina corporation (the "Corporation").

Statement of Purpose

The Corporation and its subsidiary corporations (collectively, the "Participating Employers") sponsor the NationsBank Corporation 1996 Associates Stock Option Award Plan (the "Plan"). The Participating Employers desire to amend the Plan as set forth herein in connection with the merger of the Corporation and Boatmen's Bancshares, Inc. pursuant to an Agreement and Plan of Merger dated August 29, 1996 (the "Merger Agreement"). The amendments set forth herein have been approved by the Compensation Committee of the Board of Directors of the Corporation in accordance with the provisions of the Plan.

NOW, THEREFORE, the Plan is hereby amended as follows effective as of the "Effective Date" of the merger with Boatmen's Bancshares, Inc. as defined in the Merger Agreement:

- 1. Paragraph 2 of the Plan is amended to read as follows:
- "2. SHARES AVAILABLE FOR OPTIONS:

The aggregate number of shares of the Corporation's Common Stock (the "Common Stock") which may be issued and sold pursuant to options granted under the Plan (the "Options") shall not exceed twenty-five million (25,000,000), subject to adjustment or substitution as provided in Paragraph 14. Any shares of Common Stock covered by an Option that lapses, expires, terminates or is canceled shall remain available for issuance pursuant to Options granted under the Plan."

- 2. The following Paragraph 20 is added to the end of the Plan:
- "20. SPECIAL PROVISIONS REGARDING BOATMEN'S MERGER:

The Corporation and Boatmen's Bancshares, Inc. entered an Agreement and Plan of Merger dated August 29, 1996 (the "Merger Agreement"). On the "Effective Date" of the merger as defined in the Merger Agreement (the "Boatmen's Grant Date"), Options shall be granted under the Plan subject to the following special terms and provisions:

(a) The persons eligible to receive an Option grant on the Boatmen's Grant Date shall be those persons who (i) are employed by Boatmen's Bancshares, Inc. or one of its subsidiary corporations immediately prior to the Boatmen's Grant Date, (ii) are "benefits eligible" (as defined in Paragraph 4(c) hereof) and actively

employed on the Boatmen's Grant Date and (iii) are employed in one of the positions set forth in subparagraph (b) below on the Boatmen's Grant Date (or are determined by the Committee to be employed in one of the eligible positions in accordance with the provisions of Paragraph 4(d) hereof) (each a "Boatmen's Eligible Associate"); provided, however, that any person who received an option award during 1996 under either the Boatmen's 1987 Nonqualified Stock Option Plan or the Boatmen's 1991 Incentive Stock Option Plan, other than a person who received an award characterized as a "broad-based" award under such plans, shall not be a Boatmen's Eligible Associate.

(b) The number of shares of Common Stock to be covered by the Option granted to a Boatmen's Eligible Associate on the Boatmen's Grant Date shall be determined as follows:

Position on the Boatmen's Grant Date	# of Shares Covered By Option
Vice President or above	500
Asst. Vice President	400
Officer below level of Asst. Vice President	250
Full-time associate who is not an officer	250
Part-time associate who is not an officer	100

(c) The option exercise price for each share of Common Stock covered by an Option granted on the Boatmen's Grant Date shall be the greater of (i) the Closing Price of the Common Stock on the Boatmen's Grant Date or (ii) the Closing Price of the Common Stock on the July 1, 1996 Grant Date.

(d) In the event the Closing Price of the Common Stock equals or exceeds \$100 (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to the Boatmen's Grant Date, then each Option granted on the Boatmen's Grant Date shall be fifty percent (50%) vested immediately upon grant; and in the event the Closing Price of the Common Stock equals or exceeds \$120 (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to the Boatmen's Grant Date, then each Option granted on the Boatmen's Grant Date shall be one hundred percent (100%) vested immediately upon grant. Except for the preceding provision, each such Option shall vest in accordance with the provisions of Paragraph 8.

(e) Notwithstanding the provisions of subparagraph (d) above, in no event shall an Option granted on the Boatmen's Grant Date be exercisable prior to April 1, 1997. If a Boatmen's Eligible Associate terminates employment prior to April 1, 1997 and the associate's Option is either partially or fully vested, the ninety (90) day period during which the associate may exercise the Option (to the extent vested) shall commence on April 1, 1997.

(f) The definition of "retirement" under Paragraph 8(g) above with respect to a Boatmen's Eligible Participant is modified as follows: "vesting service" for such purpose shall mean "vesting service" as defined under the tax-qualified defined benefit retirement plan in which the associate participates.

Except for the foregoing special terms and provisions, Options granted on the Boatmen's Grant Date shall be subject to the terms and provisions of the Plan without regard to the provisions of this Paragraph 20."

3. The amendments to the Plan set forth in paragraphs 1 and 2 hereof are expressly conditioned on the consummation of the merger in accordance with the Merger Agreement. In the event such merger is not so consummated, the amendments set forth herein shall be null and void.

IN WITNESS WHEREOF, the Corporation, on behalf of the Participating Employers, has caused this Instrument to be executed by its duly authorized officer as of the day and year first above written.

NATIONSBANK CORPORATION

By: _____
C. J. Cooley, Executive Vice President

"Corporation"