

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.)
NATIONSBANK CORPORATE CENTER 100 NORTH TRYON STREET CHARLOTTE, NORTH CAROLINA (Address of Principal Executive Offices)	28255 (Zip Code)

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> COMMON STOCK	<C> 4,000,000 SHARES	<C> \$56.50	<C> \$226,000,000	<C> \$68,485

</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 MARCH 31, 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, 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 Statements on Form S-8 (Registration No. 333-07105 and Registration No. 333-20913) 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, 1996;

(b) The Registrant's Current Reports on Form 8-K filed January 16, 1997, February 3, 1997 and March 28, 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 Corporation's Current Report on Form 8-K filed on 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.

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

II-1

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 this Registration Statement.

<TABLE> <CAPTION> EXHIBIT NO. <S>	DESCRIPTION OF EXHIBIT <C>
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 Ernst & Young LLP.
23.3	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	Form of Amendment to NationsBank Corporation 1996 Associates Stock Option Award Plan.

</TABLE>

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 April 1, 1997.

NATIONSBANK CORPORATION

By: */s/Hugh L. McColl, Jr.
 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>

Signature	Title	Date
<S> */s/ Hugh L. McColl, Jr. ----- Hugh L. McColl, Jr.	<C> Chief Executive Officer and Director (Principal Executive Officer)	<C> <C> April 1 , 1997 -----
*s/ James H. Hance, Jr. ----- James H. Hance, Jr.	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	April 1 , 1997 -----
*s/ Marc D. Oken ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	April 1 , 1997 -----
*s/ Andrew B. Craig, III ----- Andrew B. Craig, III	Chairman of the Board and Director	April 1 , 1997 -----
*s/ Ronald W. Allen ----- Ronald W. Allen	Director	April 1 , 1997 -----
*s/ Ray C. Anderson ----- Ray C. Anderson	Director	April 1 , 1997 -----
*s/ William M. Barnhardt ----- William M. Barnhardt	Director	April 1 , 1997 -----

*s/ B.A. Bridgewater, Jr. ----- B. A. Bridgewater, Jr.	Director	April 1 , 1997 -----
*s/ Thomas E. Capps ----- Thomas E. Capps	Director	April 1 , 1997 -----

*s/ Charles W. Coker ----- Charles W. Coker	Director	April 1 , 1997 -----
*s/ Thomas G. Cousins ----- Thomas G. Cousins	Director	April 1 , 1997 -----
*s/ Alan T. Dickson ----- Alan T. Dickson	Director	April 1 , 1997 -----
*s/ W. Frank Dowd, Jr. ----- W. Frank Dowd, Jr.	Director	April 1 , 1997 -----
*s/ Paul Fulton ----- Paul Fulton	Director	April 1 , 1997 -----
*s/ Timothy L. Guzzle ----- Timothy L. Guzzle	Director	April 1 , 1997 -----
*s/ C. Ray Holman ----- C. Ray Holman	Director	April 1 , 1997 -----
*s/ W.W. Johnson ----- W. W. Johnson	Director	April 1 , 1997 -----
*s/ Russell W. Meyer, Jr. ----- Russell W. Meyer, Jr.	Director	April 1 , 1997 -----
*s/ John J. Murphy ----- John J. Murphy	Director	April 1 , 1997 -----
*s/ Richard B. Priory ----- Richard B. Priory	Director	April 1 , 1997 -----

II-4

*s/ John C. Slane ----- John C. Slane	Director	April 1 , 1997 -----
*s/ O. Temple Sloan, Jr. ----- O. Temple Sloan, Jr.	Director	April 1 , 1997 -----
*s/ John W. Snow ----- John W. Snow	Director	April 1 , 1997 -----
*s/ Meredith R. Spangler ----- Meredith R. Spangler	Director	April 1 , 1997 -----
*s/ Robert H. Spilman ----- Robert H. Spilman	Director	April 1 , 1997 -----

* /s/ Albert E. Suter ----- Albert E. Suter	Director	April 1 , 1997 -----
* /s/ Ronald Townsend ----- Ronald Townsend	Director	April 1 , 1997 -----
* /s/ Jackie M. Ward ----- Jackie M. Ward	Director	April 1 , 1997 -----
* /s/ Virgil R. Williams ----- Virgil R. Williams	Director	April 1 , 1997 -----

* By: /s/ Charles M. Berger
Charles M. Berger
Attorney-in-Fact

II-5

INDEX TO EXHIBITS

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23.1	Consent of Price Waterhouse LLP.
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23.3	Consent of Charles M. Berger, Esq., Associate General Counsel of the Registrant (included in Exhibit 5.1).
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</TABLE>

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

NATIONSBANK

EXHIBIT 5.1

April 1, 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

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of NationsBank Corporation pertaining to its 1996 Associates Stock Option Award Plan of our report dated January 13, 1997, with respect to the consolidated financial statements of Boatmen's Bancshares, Inc. included in the Current Report on Form 8-K dated March 28, 1997, of NationsBank Corporation, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP
St. Louis, Missouri
March 28, 1997

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of NationsBank Corporation pertaining to its 1996 Associates Stock Option Award Plan of our report dated January 13, 1997, with respect to the consolidated financial statements of Boatmen's Bancshares, Inc. included in the Current Report on Form 8-K dated March 28, 1997, of NationsBank Corporation, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP
St. Louis, Missouri
March 28, 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>

Signature	Title	Date
<S> /s/ Hugh L. McColl, Jr. ----- Hugh L. McColl, Jr.	<C> Chief Executive Officer and Director (Principal Executive Officer)	<C> <C> 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 -----	Chairman of the Board	January 22, 1997

Andrew B. Craig, III	and Director	
/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>

PREAMBLES AND RESOLUTIONS TO BE ADOPTED BY BOARD OF DIRECTORS OF NATIONSBANK CORPORATION AT ITS MEETING ON WEDNESDAY, MARCH 26, 1997 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 the NationsBank Corporation 1996 Associates Stock Option Award Subplan for Persons Employed in the United Kingdom (the "UK Subplan"); and

WHEREAS, under the terms of the Plan as currently in effect, no additional options are to be granted under the Plan for associates hired after July 1, 1996 because during March 1997 the common stock of the Corporation achieved a closing price of \$60 per share for ten consecutive trading days; 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 the form attached hereto as Exhibit A to provide for an additional grant under the Plan on April 1, 1997 for associates who have been hired after July 1, 1996;

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 be, and he hereby is, authorized and directed to establish the stock price vesting triggers set forth in Paragraph 21(d)(i) and (ii) of the Plan as amended by the instrument attached hereto as Exhibit A within the following guidelines: (1) the 50% vesting trigger set forth in Paragraph 21(d)(i) of the Plan as amended shall not be less than 120% nor more than 130% of the closing price of the Corporation's common stock on April 1, 1997 and (2) the 100% vesting trigger set forth in Paragraph 21(d)(ii) of the Plan as amended shall not be less than 140% nor more than 160% of the closing price of the Corporation's common stock on April 1, 1997; and

FURTHER RESOLVED, that upon establishing the common stock vesting triggers as described above and revising the amendment to the Plan attached hereto as Exhibit A accordingly, 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 the proper officers of the Corporate Personnel Group be, and they hereby are, authorized and directed to cause the UK Subplan to be amended consistent with the amendment to the Plan as approved above and to cause such amendment to the UK Subplan to be submitted for approval by the United Kingdom's Inland Revenue; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and the same hereby are, authorized and directed to take such other or further actions as they deem necessary or appropriate to carry out the full intent and purpose 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 1st day of April, 1997 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"). Under the terms of the Plan as currently in effect, no additional options are to be granted under the Plan for associates hired after July 1, 1996 because during March 1997 the common stock of the Corporation achieved a closing price of \$60 per share for ten consecutive trading days. The Participating Employers desire to amend the Plan as set forth herein to provide an additional grant on April 1, 1997 for associates hired after July 1, 1996. The amendment set forth herein has been approved by the Board of Directors of the Corporation.

NOW, THEREFORE, the Plan is hereby amended as follows effective as of the date hereof:

1. The following Paragraph 21 is added to the end of the Plan:
"21. APRIL 1, 1997 GRANT DATE:

On March 3, 1997, the Common Stock achieved a Closing Price of at least sixty dollars (\$60) per share for ten consecutive trading days. As a result, no additional Options are to be granted under the Plan for the July 1, 1997 Grant Date or any subsequent Grant Dates. Notwithstanding the foregoing, this Paragraph 21 sets forth the terms and provisions for a special one-time grant of Options under the Plan to certain associates on April 1, 1997 (the "1997 Grant Date"):

(a) Subject to the provisions of Paragraph 4(b) through (e) above, the persons eligible to receive an Option grant on the 1997 Grant Date (the "1997 Eligible Associates") shall be each associate of a Participating Employer who is benefits eligible and who is actively employed on the 1997 Grant Date in any one of the positions set forth

in Paragraph 4(a) above and, in addition, who either (1) has

not previously been granted an Option under the Plan or (2) has previously been granted an Option under the Plan but the Option was forfeited or terminated without having been exercised to any extent.

(b) The number of shares of Common Stock to be covered by the Option granted to a 1997 Eligible Associate on the 1997 Grant Date shall be determined as follows:

Position on the 1997 Grant Date	# of Shares Covered By Option
Vice President	800
Asst. Vice President	600
Officer below level of Asst. Vice President	400
Full-time associate who is not an officer	400
Part-time associate who is not an officer	200

Notwithstanding any provision of the Plan to the contrary, no 1997 Eligible Associate shall be granted more than one Option on the 1997 Grant Date, regardless of whether on the 1997 Grant Date such 1997 Eligible Associate is employed by more than one Participating Employer. With respect to an associate who the Committee has determined to be a 1997 Eligible Associate pursuant to Paragraph 4(d), the Committee shall have final authority to determine the number of shares to be covered by such 1997 Eligible Associate's Option in accordance with the foregoing table. Any change in a 1997 Eligible Associate's job status or position with the Participating Employers after the 1997 Grant Date shall not affect the grant of an Option to such 1997 Eligible Associate or any rights thereunder except as otherwise expressly provided in the Plan.

(c) The option exercise price for each share of Common Stock covered by an Option granted on the 1997 Grant Date shall be the Closing Price of the Common Stock on the 1997 Grant Date.

(d) Options granted on the 1997 Grant Date shall be subject to the vesting/termination provisions of Paragraph 8 above (other than Paragraph 8(b) which shall not apply with respect to such Options) except that, subject to the provisions of Paragraph 14 and Paragraph 19, an Option granted on the 1997 Grant Date shall vest prior to July 1, 2000 only as follows:

(i) The Option shall become fifty percent (50%) vested if both (A) the Closing Price of the Common Stock equals or exceeds \$_____ (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to July 1, 2000 and (B) the optionee remains employed with the Participating Employers through at least April 1, 1998.

(ii) The Option shall become one hundred percent (100%) vested if both (A) the Closing Price of the Common Stock equals or exceeds \$_____ (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to July 1, 2000 and (B) the optionee remains employed with the Participating Employers through at least April 1, 1998.

(iii) Notwithstanding the foregoing and consistent with the provisions of Paragraph 8(d), the Option shall become one hundred percent (100%) vested prior to July 1, 2000 if the optionee's employment with the Participating Employers terminates as a result of the optionee's death, disability (as defined in Paragraph 8) or retirement (as defined in Paragraph 8); provided, however, that if such death, disability or retirement occurs before April 1, 1998, the Option shall be exercisable only during the ninety (90) day period beginning on April 1, 1998.

Except for the foregoing special terms and provisions, Options granted on the 1997 Grant Date shall be subject to the terms and provisions of the Plan without regard to the provisions of this Paragraph 21."

2. Except as expressly or by necessary implication amended hereby, the Plan shall continue in full force and effect.

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"

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, do hereby certify that the foregoing 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 March 26, 1997, 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 1st day of April, 1997.

(CORPORATE SEAL)

/s/ Allison L. Gilliam
Allison L. Gilliam
Assistant Secretary

NATIONSBANK CORPORATION
1996 ASSOCIATES STOCK OPTION AWARD PLAN

Instrument of Amendment

THIS INSTRUMENT OF AMENDMENT (the "Instrument") is executed as of the 1st day of April, 1997 by NATIONSBANK CORPORATION, a North Carolina corporation (the "Corporation").

Statement of Purpose

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NOW, THEREFORE, the Plan is hereby amended as follows effective as of the date hereof:

- 1. The following Paragraph 21 is added to the end of the Plan:
- "21. APRIL 1, 1997 GRANT DATE:

On March 3, 1997, the Common Stock achieved a Closing Price of at least sixty dollars (\$60) per share for ten consecutive trading days. As a result, no additional Options are to be granted under the Plan for the July 1, 1997 Grant Date or any subsequent Grant Dates. Notwithstanding the foregoing, this Paragraph 21 sets forth the terms and provisions for a special one-time grant of Options under the Plan to certain associates on April 1, 1997 (the "1997 Grant Date"):

(a) Subject to the provisions of Paragraph 4(b) through (e) above, the persons eligible to receive an Option grant on the 1997 Grant Date (the "1997 Eligible Associates") shall be each associate of a Participating Employer who is benefits eligible and who is actively employed on the 1997 Grant Date in any one of the positions set forth

in Paragraph 4(a) above and, in addition, who either (1) has not previously been granted an Option under the Plan or (2) has previously been granted an Option under the Plan but the Option was forfeited or terminated without having been exercised to any extent.

(b) The number of shares of Common Stock to be covered by the Option granted to a 1997 Eligible Associate on the 1997 Grant Date shall be determined as follows:

Position on the 1997 Grant Date	# of Shares Covered By Option
Vice President	800
Asst. Vice President	600
Officer below level of Asst. Vice President	400
Full-time associate who is not an officer	400
Part-time associate who is not an officer	200

Notwithstanding any provision of the Plan to the contrary, no 1997 Eligible Associate shall be granted more than one Option on the 1997 Grant Date, regardless of whether on the 1997 Grant Date such 1997 Eligible Associate is employed by more than one Participating Employer. With respect to an associate who the Committee has determined to be a 1997 Eligible Associate pursuant to Paragraph 4(d), the Committee shall have final authority to determine the number of shares to be covered by such 1997 Eligible Associate's Option in accordance with the foregoing table. Any change in a 1997 Eligible Associate's job status or position with the Participating Employers after the 1997 Grant Date shall not affect the grant of an Option to such 1997 Eligible Associate or any rights thereunder except as otherwise expressly provided in the Plan.

(c) The option exercise price for each share of Common Stock covered by an Option granted on the 1997 Grant Date shall be the Closing Price of the Common Stock on the 1997 Grant Date.

(d) Options granted on the 1997 Grant Date shall be subject to the vesting/termination provisions of Paragraph 8 above (other than Paragraph 8(b) which shall not apply with respect to such Options) except that, subject to the provisions of Paragraph 14 and Paragraph 19, an Option granted on the 1997 Grant Date shall vest prior to July 1, 2000 only as follows:

(i) The Option shall become fifty percent (50%) vested if both (A) the Closing Price of the Common Stock equals or exceeds \$_____ (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to July 1, 2000 and (B) the optionee remains employed with the Participating Employers through at least April 1, 1998.

(ii) The Option shall become one hundred percent (100%) vested if both (A) the Closing Price of the Common Stock equals or exceeds \$_____ (subject to adjustment pursuant to Paragraph 14) for at least ten (10) consecutive trading days prior to July 1, 2000 and (B) the optionee remains employed with the Participating Employers through at least April 1, 1998.

(iii) Notwithstanding the foregoing and consistent with the provisions of Paragraph 8(d), the Option shall become one hundred percent (100%) vested prior to July 1, 2000 if the optionee's employment with the Participating Employers terminates as a result of the optionee's death, disability (as defined in Paragraph 8) or retirement (as defined in Paragraph 8); provided, however, that if such death, disability or retirement occurs before April 1, 1998, the Option shall be exercisable only during the ninety (90) day period beginning on April 1, 1998.

Except for the foregoing special terms and provisions, Options granted on the 1997 Grant Date shall be subject to the terms and provisions of the Plan without regard to the provisions of this Paragraph 21."

2. Except as expressly or by necessary implication amended hereby, the Plan shall continue in full force and effect.

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"