

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NationsBank Corporation
(To Be Renamed "BankAmerica Corporation")
(exact name of registrant as specified in its charter)

<TABLE>
<CAPTION>
<S> <C>

Delaware	6711	56-0906609
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

</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, 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)

Approximate date of commencement of proposed sale to the public: As soon
as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please 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 or until
the Registration Statement shall become effective on such date as the Commission
acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3
(Registration No. 333-43137) (the "Registration Statement") is filed pursuant to
Rule 414 of the Securities Act of 1933, as amended (the "Securities Act"), to
notify the Securities and Exchange Commission (the "Commission") that
NationsBank Corporation, a North Carolina corporation ("NationsBank"), has been
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 named "NationsBank Corporation." The
Reincorporation Merger was consummated on September 25, 1998 in accordance with

the terms and conditions of the Plan of Reincorporation Merger by and between NationsBank and NationsBank (DE), dated as of August 3, 1998 (the "Reincorporation Merger Agreement"). Pursuant to the Reincorporation Merger Agreement, NationsBank (DE) acquired all of the assets and assumed all the liabilities and obligations of NationsBank.

In addition, NationsBank and BankAmerica Corporation, a Delaware corporation ("BankAmerica"), have entered into an Agreement and Plan of Reorganization, dated as of April 10, 1998, pursuant to which BankAmerica will merge with and into NationsBank (DE) (the "Merger"), with NationsBank (DE) as the surviving corporation in the Merger. Following the Merger, NationsBank (DE) will change its name to "BankAmerica Corporation." The Reincorporation Merger and the Merger were approved by the shareholders of NationsBank at a Special Meeting of Shareholders held on September 24, 1998 for which proxies were solicited pursuant to Rule 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Subsequent to the Reincorporation Merger, shares of common stock of NationsBank issued pursuant to the NationsBank SharesDirect Plan (the "Plan") to which this Registration Statement relates shall be shares of common stock, par value \$.01 per share, of NationsBank (DE), rather than shares of common stock of NationsBank.

In accordance with paragraph (d) of Rule 414 of the Securities Act, except as modified by this Post-Effective Amendment No. 1, NationsBank (DE) expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 15. Indemnification of Directors and Officers.

Subsection (a) of Section 145 of the Delaware General Corporation Law (the "DGCL") empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in accordance with the above standards, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which the action or suit was brought shall determine upon application that, despite the

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adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 of the DGCL further provides that, to the extent that a director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith; and that indemnification provided by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. Section 145 further empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145 of the DGCL.

Section 102(b) (7) of the DGCL provides that provisions in a corporation's certificate of incorporation eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) willful or negligent unlawful payment of a dividend or stock purchase or redemption; or (iv) any transaction from which the director derived an improper personal benefit.

The Restated Certificate of Incorporation of the Registrant prevents the recovery by the Registrant of monetary damages against its directors to the fullest extent permitted by the DGCL. In accordance with the provisions of the DGCL, the Bylaws of the Registrant provide that, in addition to the indemnification of directors and officers otherwise provided by the DGCL, the Registrant shall, under certain circumstances, indemnify its directors, executive officers and certain other designated officers against any and all liability and litigation expense, including reasonable attorneys' fees, arising out of their status or activities as directors and officers, except for liability or litigation expense incurred on account of activities that were at the time known or believed by such director or officer to be in conflict with the best interests of the Registrant. Pursuant to such Bylaws and as authorized by statute, the Registrant may also maintain insurance on behalf of its directors and officers against liability asserted against such persons in such capacity whether or not such directors or officers have the right to indemnification pursuant to the Bylaws or otherwise.

In addition, the Agreement and Plan of Reorganization by and between BankAmerica and NationsBank, dated as of April 10, 1998, providing for the Reincorporation Merger and the Merger (the "Merger Agreement"), provides that the Registrant will, for six years after the consummation of the Merger, indemnify directors, officers and employees of BankAmerica, NationsBank, or any of their respective subsidiaries against certain liabilities in connection with such persons' status as such or in connection with the Merger Agreement or any of the transactions contemplated thereby. Pursuant to the Merger Agreement, the Registrant will also, for six years after the consummation of the Merger and with respect to events occurring prior to the consummation of the Merger, honor all rights to indemnification and limitations of liability existing in favor of the foregoing persons as provided in the governing documents of NationsBank, BankAmerica or their respective subsidiaries.

Pursuant to the Merger Agreement, for six years after the consummation of the Merger, the Registrant will also use its best efforts to cause the directors and officers of BankAmerica and NationsBank to be covered by a directors' and officers' liability insurance policy with respect to acts or omissions occurring prior to the consummation of the Merger.

The foregoing is only a general summary of certain aspects of Delaware law dealing with indemnification of directors and officers and does not purport to be complete. It is qualified in its entirety by reference to the relevant statutes which contain detailed specific provisions regarding the circumstances under which and the person for whose benefit indemnification shall or may be made.

Item 16. Exhibits.

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

Exhibit No.	Description of Exhibit
- - - - -	- - - - -
3.1	Restated Certificate of Incorporation of Registrant, as in effect on the date hereof, incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K filed September 28, 1998
3.2	Bylaws of Registrant, as in effect on the date hereof, incorporated by reference to Exhibit 3.2 of Registrant's Current Report on Form 8-K filed September 28, 1998
5.1	Opinion of Paul J. Polking, Esq. as to the legality of the securities *
23	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ernst & Young LLP
23.3	Consent of Paul J. Polking, Esq. (included in Exhibit 5.1) *
24.1	Power of Attorney and Certified Resolutions *

* Previously filed as an exhibit to the Registration Statement on Form
S-3 to which this is Post-Effective Amendment No. 1

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To include any material information with respect to the plan of
distribution not previously disclosed in the Registration Statement or any
material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the
Securities Act, each such post-effective amendment shall be deemed to be a new
Registration Statement relating to the securities offered therein, and the
offering of such securities at that time shall be deemed to be the initial bona
fide offering thereof.

(3) To remove from registration by means of a post-effective
amendment any of the securities being registered which remain unsold at the
termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of
determining any liability under the Securities Act, each filing of the
Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the
Exchange Act (and, where applicable, each filing of an employee benefit plan's
annual report pursuant to Section 15(d) of the Exchange Act) that is
incorporated by reference in the Registration Statement shall be deemed to be a
new Registration Statement relating to the securities offered therein, and the
offering of such securities at that time shall be deemed to be the initial bona
fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the
Securities Act may be permitted to directors, officers and controlling persons
of the Registrant pursuant to the foregoing provisions, or otherwise, the
Registrant has been advised that in the opinion of the Commission such
indemnification is against public policy as expressed in the Securities Act and
is, therefore, unenforceable. In the event that a claim for indemnification
against such liabilities (other than the payment by the Registrant of expenses
incurred or paid by a director, officer or controlling person of the Registrant
in the successful defense of any action, suit or proceeding) is asserted by such
director, officer or controlling person in connection with the securities being
registered, the Registrant will, unless in

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the opinion of its counsel the matter has been settled by controlling precedent,
submit to a court of appropriate jurisdiction the question whether such
indemnification by it is against public policy as expressed in the Securities
Act and will be governed by the final adjudication of such issue.

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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-3 and has duly caused this Post-Effective
Amendment No. 1 to the Registration Statement to be signed on its behalf by the
undersigned, thereunto duly authorized, in the City of Charlotte, State of North
Carolina, on September 28, 1998.

NATIONSBANK CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, this
Post-Effective Amendment No. 1 to the Registration Statement has been signed by
the following persons in the capacities and on the dates indicated.

<TABLE>		
<CAPTION>		
<S> <C>		
Signature	Title	Date
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<p style="text-align: center;">*</p> <p>----- Hugh L. McColl, Jr.</p>	<p>Chief Executive Officer and Director (Principal Executive Officer)</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- James H. Hance, Jr.</p>	<p>Vice Chairman and Chief Financial Officer and Director (Principal Financial Officer)</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Marc D. Oken</p>	<p>Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Charles E. Rice</p>	<p>Chairman of the Board and Director</p>	<p>September __, 1998</p>
<p style="text-align: center;">*</p> <p>----- Ray C. Anderson</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Rita Bornstein</p>	<p>Director</p>	<p>September __, 1998</p>
<p style="text-align: center;">*</p> <p>----- B. A. Bridgewater, Jr.</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Thomas E. Capps</p>	<p>Director</p>	<p>September 28, 1998</p>
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<p style="text-align: center;">*</p> <p>----- Alvin R. Carpenter</p>	<p>Director</p>	<p>September __, 1998</p>
<p style="text-align: center;">*</p> <p>----- Charles W. Coker</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Thomas G. Cousins</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Andrew B. Craig, III</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Alan T. Dickson</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- Paul Fulton</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- C. Ray Holman</p>	<p>Director</p>	<p>September 28, 1998</p>
<p style="text-align: center;">*</p> <p>----- W. W. Johnson</p>	<p>Director</p>	<p>September 28, 1998</p>

----- Kenneth D. Lewis	President and Director	September __, 1998
* ----- Russell W. Meyer, Jr.	Director	September 28, 1998
* ----- Richard B. Priory	Director	September 28, 1998
* ----- John C. Slane	Director	September 28, 1998
* ----- O. Temple Sloan, Jr.	Director	September 28, 1998
* ----- Meredith R. Spangler	Director	September 28, 1998

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* ----- Albert E. Suter	Director	September 28, 1998
* ----- Ronald Townsend	Director	September 28, 1998
* ----- Jackie M. Ward	Director	September 28, 1998
----- John A. Williams	Director	September __, 1998
* ----- Virgil R. Williams	Director	September 28, 1998

*By: /s/ Charles M. Berger

Charles M. Berger
Attorney-in-Fact

</TABLE>

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INDEX TO EXHIBITS

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23.2 Consent of Ernst & Young LLP
23.3 Consent of Paul J. Polking, Esq. (included in Exhibit 5.1) *
24.1 Power of Attorney and Certified Resolutions *
99.1 Additional Materials to be Mailed with the NationsBank
SharesDirect Plan Prospectus *

- -----
* Previously filed as an exhibit to the Registration Statement on Form
S-3 to which this is Post-Effective Amendment No. 1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Post-Effective Amendments No. 1 to Registration Statements on Form S-3 (Registration Nos. 333-07229; 333-13811; 333-15375; 333-18273; 333-43137 and 333-51367); Post-Effective Amendments No. 2 to Registration Statements on Form S-3 (Registration Nos. 33-54784; 33-49881; 33-57533 and 33-63097); Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 33-45498); Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-60553); Post-Effective Amendments No. 1 to Registration Statements on Form S-8 (Registration Nos. 33-45279; 33-60695; 333-02875; 333-07105; 333-20913; 333-24331 and 333-58657); Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Registration No. 2-80406) and Post-Effective Amendments No. 2 on Form S-8 to Registration Statements on Form S-4 (Registration Nos. 33-43125; 33-55145; 33-63351; 33-62069; 33-62208; 333-16189 and 333-40515) of NationsBank Corporation of our report dated January 20, 1998, with respect to the consolidated financial statements of BankAmerica Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
September 25, 1998

CONSENT OF INDEPENDENT AUDITORS

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/s/ Ernst & Young LLP

San Francisco, California
September 25, 1998