
As filed with the Securities and Exchange Commission on March 3, 2005

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):
March 3, 2005**

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-6523

(Commission File Number)

56-0906609

(IRS Employer Identification No.)

100 North Tryon Street

Charlotte, North Carolina

(Address of principal executive offices)

28255

(Zip Code)

704.386.8486

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act.
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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ITEM 8.01. OTHER EVENTS.

Bank of America Corporation (the Registrant) announced that it has reached an agreement to settle class action litigation entitled *In re WorldCom, Inc. Securities Litigation* brought on behalf of purchasers of WorldCom securities that is pending in the United States District Court for the Southern District of New York (Master File No. 02 CIV 3288). Under the terms of the settlement agreement, the Registrant's subsidiaries named as defendants in the litigation will make a payment of \$460.5 million to the settlement class. The settlement is subject to court approval. A copy of the Registrant's press release is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBIT

(c) Exhibits

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release announcing Bank of America reaches agreement to settle WorldCom class action litigation dated March 3, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ Teresa M. Brenner
Teresa M. Brenner
Associate General Counsel

March 3, 2005

EXHIBIT INDEX

Exhibit No.

Description of Exhibit

99.1

Press Release announcing Bank of America reaches agreement to settle WorldCom class action litigation dated March 3, 2005



March 3, 2005

Reporters May Contact:
Shirley Norton 415-622-4041

Bank of America reaches agreement to settle WorldCom class action litigation

CHARLOTTE – Bank of America announced today that it has reached an agreement to settle class action litigation entitled *In re WorldCom, Inc. Securities Litigation* brought on behalf of purchasers of WorldCom securities that is pending in the United States District Court for the Southern District of New York (Master File No. 02 CIV 3288).

Under the terms of the settlement agreement, which is subject to court approval, subsidiaries of Bank of America Corporation named as defendants in the litigation will make a payment of \$460.5 million to the settlement class. Plaintiffs' attorneys' fees will be paid out of the settlement.

Bank of America believes it is in the best interests of the company to resolve these claims and put this litigation behind it and focus efforts on creating greater value for the shareholder. Under the settlement, Bank of America denied that it violated any law and explained that it settled the matter in order to eliminate the uncertainties, expense and distraction of further litigation.

The expense of the settlement was provided for in prior periods.

Bank of America is one of the world's largest financial institutions, serving individual consumers, small businesses and large corporations with a full range of banking, investing, asset management and other financial and risk-management products and services. The company provides unmatched convenience in the United States, serving 33 million consumer relationships through more than 5,800 retail banking offices and 16,700 ATMs and through award-winning online banking with more than twelve million active users. Bank of America is the No. 1 Small Business Administration Lender in the United States by the SBA. The company serves clients in 150 countries and has relationships with 96 percent of the U.S. Fortune 500 companies and 82 percent of the Global Fortune 500. Bank of America Corporation stock (ticker: BAC) is listed on the New York Stock Exchange.

www.bankofamerica.com