

Edgar Filing: BANK OF AMERICA CORP /DE/ - Form 4

BANK OF AMERICA CORP /DE/
 Form 4
 May 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Walter E. Massey
 830 Westview Drive SW
 GA, Atlanta 30314
2. Issuer Name and Ticker or Trading Symbol
 Bank of America Corporation (BAC)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 5/1/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 3A. Deemed Execu- tion | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) |
|----------------------|-----------------------------|----------------------------|-----------------------------|------------------------------|--|--|
| Common Stock | 6/28/ 2002 | | P | V | 2.38 | A |
| Common Stock | 9/27/ 2002 | | P | V | 2.53 | A |
| Common Stock | 12/27/ 2002 | | P | V | 2.60 | A |
| Common Stock | 3/28/ 2003 | | P | V | 2.66 | 837.32 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Con- version or Exer- cise | 3. Trans- action | 3A. Deemed Execu- tion | 4. Trans- action | 5. Number of De rivative Secu rities Acqui red(A) or Dis | 6. Date Exer- cisable and Expiration Date(Month/ | 7. Title and Amount of Underlying Securities | 8. P of vat Sec |
|---------------------------------------|--|---------------------|------------------------------|---------------------|---|---|--|--------------------------|
|---------------------------------------|--|---------------------|------------------------------|---------------------|---|---|--|--------------------------|

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| Price of Derivative Security | of (Month/Day/Year) | Expiration (Month/Day/Year) | Code | Amount | posed of (D) | Day/Year) (Date/Expiration) | Title and Number of Shares |
|------------------------------|---------------------|-----------------------------|------|-----------|--------------|-----------------------------|----------------------------|
| Phantom Stock | 6/28/ 2002 | 2 | A 2 | V 66.00 | A | | Common Stock 66.00 |
| Phantom Stock | 9/27/ 2002 | 2 | A 2 | V 73.09 | A | | Common Stock 73.09 |
| Phantom Stock | 12/27/ 2002 | 2 | A 2 | V 72.90 | A | | Common Stock 72.90 |
| Phantom Stock | 3/28/ 2003 | 2 | A 2 | V 74.21 | A | | Common Stock 74.21 |
| Phantom Stock | 4/30/ 2003 | 2 | A 3 | V 1627.28 | A | | Common Stock 1627.28 |
| Option, Right to Buy | \$71.50 | | | | | 04/24/2012 | Common Stock |

Explanation of Responses:

1. Shares acquired under the Bank of America SharesDirect Plan.
2. Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled on death or termination of service as a director.
3. Shares represent payment of a portion of the annual retainer fee and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

SIGNATURE OF REPORTING PERSON

Walter E. Massey
Walter E. Massey