

FLEETBOSTON FINANCIAL CORP  
Form S-8 POS  
March 17, 2004

As filed with the Securities and Exchange Commission on March 17, 2004

Registration No. 333-100433

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

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**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**FLEETBOSTON FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**RHODE ISLAND**  
(State or other jurisdiction of

incorporation or organization)

**100 FEDERAL STREET, BOSTON, MASSACHUSETTS**  
(Address of Principal Executive Offices)

**05-0341324**  
(I.R.S. Employer

Identification No.)

**02110**  
(Zip Code)

**FLEETBOSTON FINANCIAL CORPORATION**

**EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

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**GARY A. SPIESS, ESQ.**

Executive Vice President, General Counsel and Secretary

**FLEETBOSTON FINANCIAL CORPORATION**

**100 Federal Street**

**Boston, Massachusetts 02110**

**617-434-2870**

**JANICE B. LIVA, ESQ.**

Deputy General Counsel and Assistant Secretary

**FLEETBOSTON FINANCIAL CORPORATION**

**100 Federal Street**

**Boston, Massachusetts 02110**

**617-434-8630**

(Names, addresses and telephone numbers, including area codes, of agents for service)

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**DEREGISTRATION OF SECURITIES**

On October 9, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-100433) (the "Form S-8") registering 4,000,000 shares of the Registrant's Common Stock, \$0.01 par value (the "Shares"), to be issued to participants under the Registrant's Employee Stock Purchase Plan (the "Plan"). The Plan was terminated after an aggregate of 525,245 Shares were issued to participants under the Form S-8. This Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

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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 it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

FLEETBOSTON FINANCIAL CORPORATION

By:         /s/ CHARLES K. GIFFORD\*        

**Charles K. Gifford**

**Chairman and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 has been signed by the following persons in the capacities and on the 17th day of March, 2004.

<u>Signature</u>	<u>Title</u>
<u>        /s/ CHARLES K. GIFFORD*        </u> <b>Charles K. Gifford</b>	Chairman and Chief Executive Officer and Director
<u>        /s/ EUGENE M. MCQUADE        </u> <b>Eugene M. McQuade</b>	President and Chief Operating Officer and Director
<u>        /s/ ROBERT C. LAMB, JR.        </u> <b>Robert C. Lamb, Jr.</b>	Executive Vice President and Chief Financial Officer
<u>        /s/ ERNEST L. PUSCHAUVER*        </u> <b>Ernest L. Puschaver</b>	Chief Accounting Officer
<u>        /s/ JOEL B. ALVORD*        </u> <b>Joel B. Alvord</b>	Director
<u>        William Barnet, III        </u> <b>William Barnet, III</b>	Director
<u>        /s/ DANIEL P. BURNHAM*        </u> <b>Daniel P. Burnham</b>	Director

/s/ KIM B. CLARK\*

Director

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**Kim B. Clark**

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<u>Signature</u>	<u>Title</u>
<hr/> <i>/s/</i> PAUL J. CHOQUETTE, JR.* <hr/> <b>Paul J. Choquette, Jr.</b>	Director
<hr/> <i>/s/</i> JOHN T. COLLINS* <hr/> <b>John T. Collins</b>	Director
<hr/> <i>/s/</i> GARY L. COUNTRYMAN* <hr/> <b>Gary L. Countryman</b>	Director
<hr/> <i>/s/</i> MARIAN L. HEARD* <hr/> <b>Marian L. Heard</b>	Director
<hr/> <b>Robert M. Kavner</b>	Director
<hr/> <i>/s/</i> THOMAS J. MAY* <hr/> <b>Thomas J. May</b>	Director
<hr/> <i>/s/</i> DONALD F. MCHENRY* <hr/> <b>Donald F. McHenry</b>	Director
<hr/> <i>/s/</i> TERENCE MURRAY* <hr/> <b>Terrence Murray</b>	Director
<hr/> <b>Michael B. Picotte</b>	Director
<hr/> <i>/s/</i> FRANCENE S. RODGERS* <hr/> <b>Francene S. Rodgers</b>	Director
<hr/> <b>Thomas M. Ryan</b>	Director
<hr/> <b>T. Joseph Semrod</b>	Director
<hr/> <b>Paul R. Tregurtha</b>	Director

\*By: /s/ GARY A. SPIESS

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**Gary A. Spiess, Attorney-in-Fact**

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post Effective Amendment No. 1 to Registration Statement No. 333-100433 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

**FLEETBOSTON FINANCIAL CORPORATION**

**EMPLOYEE STOCK PURCHASE PLAN**

By:           /s/ PATRICIA CALLAHAN FAY          

**Patricia Callahan Fay**

**Director of Benefits Planning**



**EXHIBIT INDEX**

**Exhibit**

**Number**

**Exhibit**

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Power of Attorney of certain officers and directors of the Registrant\*

\* Previously filed.