

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

( ) Form filed by More than One Reporting Person

1.Title of Derivative Security	2.Con- version or Exer cise Price of Deriva- tive Secu- rity	3. Trans- action  (Month/ Day/ Year)	3A. Deemed Execu- tion  (Month/ Day/ Year)	4. Trans- action  Code V	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)  Amount	6.Date Exer cisable and Expiration Date(Month/ Day/Year) Date  Expir ation Date	7.Title and Amount of Underlying Securities  Title and Number of Shares	8.P of vat Sec rit
						A/D ble		

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[illegible]

Explanation of Responses:

1. 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

Virgil R. Williams

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