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. Transaction Date	2A. Execution Date	3. Transaction Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock	6/28/2002		P 1	V	2.38	A		
Common Stock	9/27/2002		P 1	V	2.53	A		
Common Stock	12/27/2002		P 1	V	2.60	A		
Common Stock	3/28/2003		P 1	V	2.66	A		837.32

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

1.Title of Derivative Security	2.Conversion or Exercise	3. Transaction	3A. Deemed Execu-	4. Transaction	5.Number of Derivative Securities Acquired(A) or Dis	6.Date Exercisable and Expiration Date(Month/	7.Title and Amount of Underlying Securities	8.P of vat Sec

	Price of Derivative Security	(Month/Day/Year)	ution (Month/Day/Year)	Code	V	posed of(D) Amount	A/D	Day/Year) Date Exercisable	Expiration Date	Title and Number of Shares		rit
Phantom Stock		6/28/2002		A 2	V	66.00	A			Common Stock	66.00	
Phantom Stock		9/27/2002		A 2	V	73.09	A			Common Stock	73.09	
Phantom Stock		12/27/2002		A 2	V	72.90	A			Common Stock	72.90	
Phantom Stock		3/28/2003		A 2	V	74.21	A			Common Stock	74.21	
Phantom Stock		4/30/2003		A 3		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