

FLEETBOSTON FINANCIAL CORP
 Form 4
 February 20, 2003

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response. . .0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* Szostak M. Anne (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol FleetBoston Financial Corporation (FBF) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President | | |
| FleetBoston Financial Corporation 100 Federal Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 02/18/03 | | |
| (Street) Boston, MA 02110 | | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | |
| (City) (State) (Zip) | | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
|--|--|---|--------------------------------|---|---|------------|---------|---|--|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/18/03 | | A ⁽¹⁾ | | 5,068 | A | | | D | |
| Common Stock | 02/19/03 | | F ⁽²⁾ | | 1,381 | D | \$24.91 | 98,409 ⁽³⁾ | D | |
| Common Stock | | | | | | | | 2,205 | I | Brooke Szostak Irrev. Trust |
| Common Stock | | | | | | | | 2,405 | I | Katherine Szostak Irrev. Trust |
| Common Stock | | | | | | | | 20,000 | I | By Spouse |
| Common Stock | | | | | | | | 6,320 ⁽³⁾ | I | By GRAT |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|-------------------------------------|---------------|---|------------------|---|---------------------|--|---|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | | | | | |
| Performance Restricted Stock Units | 1-for-1 | 02/18/03 | | <u>A</u> ⁽⁴⁾ | <input checked="" type="checkbox"/> | 70,000 | | <u>(4)</u> | <u>(4)</u> | Common Stock | 70,000 | | 70,000 | D | |

Explanation of Responses:

- (1) Award of restricted stock pursuant to the FleetBoston Financial 1996 Long-Term Incentive Plan.
- (2) Withholding of shares or delivery of previously owned shares to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (3) Since the reporting person's last report, 7,920 shares held through a grantor retained annuity trust (GRAT) have been distributed and are now directly owned.
- (4) Award of performance restricted stock units pursuant to the FleetBoston Financial 1996 Long-Term Incentive Plan. The restrictions on these units will lapse if the Corporation meets certain pre-established earnings per share targets in 2004 and 2005.

By: /s/ **Martha R. Francis** **02/20/03**
Martha R. Francis, Attorney-in-Fact Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space is insufficient, See Instruction 6 for procedure.

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