

BURNHAM DANIEL P
 Form 4
 April 03, 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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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1. Name and Address of Reporting Person* Burnham Daniel P.			2. Issuer Name and Ticker or Trading Symbol FleetBoston Financial Corporation (FBF)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 04/01/03		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	
Raytheon Company 141 Spring Street								
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Lexington, MA 02421								
(City)	(State)	(Zip)	3. Trans- action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)

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. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action 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. Owner- ship Form of Derivative Security: Direct (D) or	11. Nat of Indir Benefic Owners (Instr. 4)
				Code	V	(A) (D)	Title				

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						Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)
Stock Units	1-for-1	04/01/03		A	509.1650	<u>(1)</u>	<u>(1)</u>	Common Stock	509.1650	\$24.55		D
Stock Units	1-for-1	04/01/03		I	234.7258	<u>(1)</u>	<u>(1)</u>	Common Stock	234.7258	\$24.55	10,818.0318	D

Explanation of Responses:

(1) Stock units are payable in shares of FBF common stock upon the reporting person's retirement or resignation from the Board of Directors.

By: /s/ **Martha R. Francis** **04/03/03**
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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