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SEMROD T JOSEPH Form 4 April 03, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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Name and Address of Reporting Person Semrod T. Joseph	n* 2. Issuer Na FleetBoston			Person(s)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) FleetBoston Financial Corporation 301 Carnegie Center	3. I.R.S. Ide of Reportin if an entity	g Person,	Numbe	Mo	Statement for onth/Day/Year 01/03	X Director 10% Owner Officer (give	X Director			
(Street) Princeton, NJ 08543				Dat	f Amendment, te of Original onth/Day/Year)	(Check Applical X Form filed by Person Form filed by	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Tabl	e I Non-I	Derivat	ive Sec	urities Acquired, D	isposed of, or Bene	ficially Owned			
1. Title of 2. Trans- 2A. Deem Security action Execution Date, (Month/ Day/	action Code (Instr. 8) Code V	4. Securities (A) or Disposition (Instr. 3, 4) Amount	posed o	f (D)	5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Direct (D) or Indirect (I)				
Year) (Month/Day Year)	/		or (D)		ing Reported Transactions(s) (Instr. 3 & 4)	(Instr. 4)	(Instr. 4)			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)													
I	1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nat		
Ì	Derivative	sion or	action	Deemed	Trans-	Derivative	and Expiration	Amount of	Derivative	Derivative	Owner-	of India		
ŀ	Security	Exercise	Date	Execution	action	Securities	Date	Underlying	Security	Securities	ship	Benefic		
		Price of		Date,	Code	Acquired (A)	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners		
	(Instr. 3)	Derivative	(Month/	if any		or Disposed	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4		
			Day/	(Month/	(Instr.	of (D)				Following	ative			
			Year)	Day/	8)					Reported	Security:			
				Year)		(Instr. 3, 4 &				Transaction(s)	Direct			

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

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						5)						(Instr. 4)	(D)	
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			or Indirect (I) (Instr. 4)	
Stock Units	1-for-1	04/01/03	A		509.1650		(1)		Common Stock	509.1650	\$24.55		D	
Stock Units	1-for-1	04/01/03	I		61.1360		(1)	1—	Common Stock	61.1360	\$24.55	570.3009	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
Martha R. Francis, Attorney-in-Fact
**Signature of Reporting Person

04/03/03

Date

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