



Edgar Filing: FLEETBOSTON FINANCIAL CORP - Form 4

						Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)
<b>Stock Units</b>	<b>1-for-1</b>	<b>04/01/03</b>		<b>A</b>	<b>325.8656</b>	<u>(1)</u>	<u>(1)</u>	<b>Common Stock</b>	<b>325.8656</b>	<b>\$24.55</b>		<b>D</b>
<b>Stock Units</b>	<b>1-for-1</b>	<b>04/01/03</b>		<b>I</b>	<b>346.9577</b>	<u>(1)</u>	<u>(1)</u>	<b>Common Stock</b>	<b>346.9577</b>	<b>\$24.55</b>	<b>15,518.8046</b>	<b>D</b>

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.