

MCGEE LIAM E
Form 4
February 02, 2005

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGEE LIAM E

2. Issuer Name and Ticker or Trading Symbol
BANK OF AMERICA CORP /DE/ [BAC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres Gbl Cons and Sml Bus Bkg

BANK OF AMERICA CORPORATION, NC1 007 56 18
(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28255

(City) (State) (Zip)

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 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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 | 02/01/2005 | | M | | 15,428 | A | \$ 24.22 |
| Common Stock | 02/01/2005 | | S ⁽¹⁾ | | 1,000 | D | \$ 46.45 |
| Common Stock | 02/01/2005 | | S ⁽¹⁾ | | 1,000 | D | \$ 46.5 |
| Common Stock | 02/01/2005 | | S ⁽¹⁾ | | 500 | D | \$ 46.57 |
| Common Stock | 02/01/2005 | | S ⁽¹⁾ | | 1,000 | D | \$ 46.581 |
| | | | | | | | 57,595.16 |
| | | | | | | | 56,595.16 |
| | | | | | | | 55,595.16 |
| | | | | | | | 55,095.16 |
| | | | | | | | 54,095.16 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-----------|---|--------------|
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.59 | 53,095.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 3,000 | D | \$ 46.6 | 50,095.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.61 | 49,095.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 2,000 | D | \$ 46.62 | 47,095.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 500 | D | \$ 46.64 | 46,595.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.65 | 45,595.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.655 | 44,595.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.71 | 43,595.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 428 | D | \$ 46.76 | 43,167.16 | D | |
| Common Stock | 02/01/2005 | S ⁽¹⁾ | 1,000 | D | \$ 46.4 | 42,167.16 | D | |
| Common Stock | 12/31/2004 | A V | 33.34 | A | ② | 929.62 | I | Thrift Trust |

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

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 control number.

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(9-02)

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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|-------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares | |
| Option, Right to Buy | \$ 24.22 | 02/01/2005 | | M | | 15,428 | (3) | 01/03/2010 | Common Stock | 15, |
| Option, Right to | \$ 46.68 | 02/01/2005 | | A | | 200,000 | (4) | 02/01/2015 | Common Stock | 200 |

Buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE LIAM E BANK OF AMERICA CORPORATION NC1 007 56 18 CHARLOTTE, NC 28255 | | | Pres Gbl Cons and Sml Bus Bkg | |

Signatures

Liam E. McGee/Roger C.
McClary POA

02/02/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Option exercise and sale of shares in accordance with a written plan established October 21, 2004 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under the Bank of America Corporation 401(k) Plan.
- (3) This option vested in three equal installments commencing January 3, 2001.
- (4) These options fully vest on February 1, 2008. The proceeds must be held for a three year period after exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.