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OKEN MARC D
 Form 4
 February 05, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Marc Denis Oken
 1650 Queens Rd West
 NC, Charlotte 28207
2. Issuer Name and Ticker or Trading Symbol
 BANK OF AMERICA CORPORATION (BAC)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 2/4/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President & Principal Financial Executive
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security | 2. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) Amount | A/ D | Price | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) |
|----------------------|-----------------------------|----------------------------|-----------------------------|--|---------|-------|--|
| Common Stock | | | | | | | 83516 |
| Common Stock | | | | | | | 460 |
| Common Stock | 12/31/ 2002 | | J 1 | V 94.53 | A | | 2841.305 |
| Common Stock | | | | | | | 1842 |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Con- version or Exer- cise Price of Deriva- tive | 3. Trans- action | 3A. Deemed Execu- tion | 4. Trans- action | 5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) | 6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation | 7. Title and Amount of Underlying Securities Title and Number | 8. P of vat Sec rit |
|---------------------------------------|---|---------------------|------------------------------|---------------------|--|--|--|---------------------------------|
|---------------------------------------|---|---------------------|------------------------------|---------------------|--|--|--|---------------------------------|

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| Secu- rity | (Month/ Day/ Year) | (Month/ Day/ Year) | Code | V | Amount | D | cisa- ble | Date | of Shares | | |
|--------------------------|--------------------------|--------------------------|------|--------|--------|---|--------------|---------------------|--------------|--------|------|
| Preferred, Se- ries C | 12/31/ 2002 | J 2 | V | 8.04 | A | | | Common Stock | 13.5072 | | |
| Option, Right to buy | \$48.4375 | | | | | | | 01/03/ 2010 | Common Stock | | |
| Option, Right to Buy | \$53.28 | | | | | | | 01/31/ 2011 | Common Stock | | |
| Option, Right to Buy | \$61.36 | | | | | | | 2/01/ 2012 | Common Stock | | |
| Option, Right to buy | \$70.03 | 2/3/ 20 03 | A | 100000 | A | 3 | | 02/03/ 2013 3 | Common Stock | 100000 | \$70 |
| Option, Right to Buy | \$65.375 | | | | | | | 7/01/ 2007 | Common Stock | | |
| Option, Right to Buy | \$65.375 | | | | | | | 7/01/ 2007 | Common Stock | | |
| Option, Right to Buy | \$65.375 | | | | | | | 7/01/ 2007 | Common Stock | | |
| Option, Right to Buy | \$79.9375 | | | | | | | 7/01/ 2008 | Common Stock | | |

Explanation of Responses:

1. Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under Bank of America Corporation 401(k) Plan.
2. Each share of Series C Preferred stock is convertible into 1.68 shares of common stock of Bank of America Corporation.
3. These options fully vest on February 3, 2006.

SIGNATURE OF REPORTING PERSON

Marc Denis Oken

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