

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

Walter E. Massey
830 Westview Drive SW
GA, Atlanta 30314

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

5/1/2003

5. If Amendment, Date of Original (Month/Day/Year)

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

(X) Director () 10% Owner () Officer (give title below) () Other
(specify below)

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

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

1.Title of Derivative Security	2.Con- version or Exer- cise	3. Trans- action	3A. Deemed Execu-	4. Trans- action	5.Number of De- rivative Secu- rities Acqui- red (A) or Dis-	6.Date Exer- cisable and Expiration Date(Month/	7.Title and Amount of Underlying Securities	8.P of vat Se
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	Price of	Derivative	Settlement	Expiration	Code	Amount	Proposed of (D)	Day/Year	Date	Expiration	Title and Number of Shares	
			(Month/Day/Year)	(Month/Day/Year)								
Phantom Stock			6/28/ 2002	A 2	V	66.00	A				Common Stock	66.00
Phantom Stock			9/27/ 2002	A 2	V	73.09	A				Common Stock	73.09
Phantom Stock			12/27/ 2002	A 2	V	72.90	A				Common Stock	72.90
Phantom Stock			3/28/ 2003	A 2	V	74.21	A				Common Stock	74.21
Phantom Stock			4/30/ 2003	A 3		1627.28	A				Common Stock	1627.28
Option, Right to Buy	\$71.50								04/24/2012		Common Stock	

Explanation of Responses:

1. Shares acquired under the Bank of America SharesDirect Plan.
2. Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled on death or termination of service as a director.
3. Shares represent payment of a portion of the annual retainer fee and an additional award of restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

SIGNATURE OF REPORTING PERSON

Walter E. Massey

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