

SEMROD T JOSEPH
Form 5
January 29, 2003

FORM 5

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

See Instruction 1(b).

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person* Semrod T. Joseph			2. Issuer Name and Ticker or Trading Symbol FleetBoston Financial Corporation (FBF)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year 12/2002		
FleetBoston Financial Corporation 301 Carnegie Center						<input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)		
(Street) Princeton, NJ 08543						5. If Amendment, Date of Original (Month/Year)		

1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/ Year)		2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Amount	(A) or (D)	Price			
Common Stock			06/10/02			G	310	D			D	
Common Stock			11/15/02			G	1,380	D			D	
Common Stock			12/11/02			G	2,600	D			D	
Common Stock			12/17/02			G	20	D			D	
Common Stock			12/23/02			G	310,102	D		200,200 ⁽¹⁾	D	
Common Stock										1,089	I	By Spouse
Common Stock			11/15/02			G	200	A		1,359	I	By Spouse as Custodian
Common Stock			12/23/02			G	310,102	A		310,102 ⁽¹⁾	I	By Trust

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

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

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**FORM 5 (continued) 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

(1) Reflects the transfer of 310,102 shares from directly owned to a trust.

By: /s/ **T. Joseph Semrod**

T. Joseph Semrod

**Signature of Reporting Person

01/27/03

Date

**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.

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