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MITCHELL PATRICIA E

Form 4

May 02, 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  
 Patricia E. Mitchell  
 1320 Braddock Place  
 VA, Alexandria 22314
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

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	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Stock					655.00

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 Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code	5. Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) Amount	6. Date Exer- cisable and Expiration Date (Month/ Day/ Year) Date Exer- cisa- ble	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
Phantom Stock		6/28/ 2 002		A 1	4.77	A	Common Stock	4.77

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Phantom Stock		9/27/ 2		A		V		5.28		A				Common Stock		5.28	
		002		1													
Phantom Stock		12/27/		A		V		5.27		A				Common Stock		5.27	
		2002		1													
Phantom Stock		3/28/ 2		A		V		5.36		A				Common Stock		5.36	
		003		1													
Phantom Stock		4/30/ 2		A				1627.28		A				Common Stock		1627.28	
		003		2													
Option, Right to Buy		\$71.50											04/24	Common Stock			
													/2012				

Explanation of Responses:

1. 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.
2. 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

Patricia E. Mitchell

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