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DESOER BARBARA J

Form 5

February 13, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Barbara J Desoer

Bank of America Corporation

NC1-007-57-02

NC, Charlotte 28255

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/Year

12/2002

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

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

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

President, Consumer Products

7. Individual or Joint/Group Reporting (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. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Year
Common Stock				11058
Common Stock	8/3/2001	4/F1	D	728
Common Stock				5337.825
Common Stock				2720.055

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

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Price of Derivative Security			Proposed of (D)		(Day/Year)				
						Date of Exercise	Expiration Date	Title and Number of Shares		Priority
Option, Right to buy	\$48.4375						01/03/2010	Common Stock		
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	\$53.28						01/31/2011	Common Stock		
Option, Right to Buy	\$61.36						2/01/2012	Common Stock		
Option, Right to Buy	\$61.36						2/01/2012	Common Stock		
Option, Right to Buy	\$48.4375						1/02/2005	Common Stock		
Option, Right to Buy	\$61.36						02/01/2007	Common Stock		
Option (Right to Buy)	\$36.7011						08/05/2006	Common Stock		
Option (w/LSAR) (Right to Buy)	\$95.4401						05/22/2007	Common Stock		
Option (w/LSAR) (Right to Buy)	\$71.5801						05/22/2007	Common Stock		
Option (W/LSAR) (Right to Buy)	\$63.6267						05/22/2007	Common Stock		
Option, Right to Buy	\$50.70						5/22/2007	Common Stock		
Option, Right to Buy	\$73.29						5/18/2003	Common Stock		
Option, Right to Buy	\$73.29						5/18/2003	Common Stock		
Option, Right to Buy	\$60.50						1/03/2004	Common Stock		

Explanation of Responses:

1. Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).

SIGNATURE OF REPORTING PERSON

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Barbara J Desoer
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