

HANCE JAMES H JR
Form 4
February 02, 2005

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HANCE JAMES H JR

2. Issuer Name and Ticker or Trading Symbol
BANK OF AMERICA CORP /DE/ [BAC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

(Last) (First) (Middle)
BANK OF AMERICA CORPORATION, 100 NORTH TRYON STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2005

CHARLOTTE, NC 28255
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/24/2005 | | G | V 1,450 D 0.00 | 537,776 | D | |
| Common Stock | 02/01/2005 | | M | 151,164 A \$ 46.68 | 688,940 | D | |
| Common Stock | 02/01/2005 | | F(2) | 144,295 D \$ 46.68 | 544,645 | D | |
| Common Stock | 02/01/2005 | | M | 193,796 A \$ 46.68 | 738,441 | D | |
| | 01/24/2005 | | G | 100 A 0.00 | 1,290 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|---|--------|----------------|-------------------|
| Common Stock | | | | | | | | By Child Blair | |
| Common Stock | 01/24/2005 | | G | 100 | A | Ⓛ | 1,290 | I | By Child Meredith |
| Common Stock | 01/24/2005 | | G | V 1,000 | A | Ⓛ | 15,000 | I | By Spouse Beverly |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | \$ 40.85 | 02/01/2005 | | M | 151,164 | ⁽³⁾ 02/13/2007 | Common Stock 151,16 |
| Restricted Stock Units | \$ 34.44 | 02/01/2005 | | M | 193,796 | ⁽³⁾ 02/14/2007 | Common Stock 193,79 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANCE JAMES H JR BANK OF AMERICA CORPORATION 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | X | | Vice Chairman | |

Signatures

James H. Hance, Jr./Roger C. McClary
POA 02/02/2005

**Signature of Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were gifted on the indicated date.

(2) 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).

(3) These restricted stock units vested upon the reporting person's retirement from the Corporation.

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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