

MCGEE LIAM E
Form 4
February 02, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGEE LIAM E

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)

(Last) (First) (Middle)

BANK OF AMERICA
CORPORATION, NC1 007 56 18

(Street)

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

02/01/2005

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

Pres Gbl Cons and Sml Bus Bkg

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CHARLOTTE, NC 28255

(City) (State) (Zip)

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)
Common Stock	02/01/2005		M	15,428	A \$ 24.22	57,595.16	D
Common Stock	02/01/2005		S ⁽¹⁾	1,000	D \$ 46.45	56,595.16	D
Common Stock	02/01/2005		S ⁽¹⁾	1,000	D \$ 46.5	55,595.16	D
Common Stock	02/01/2005		S ⁽¹⁾	500	D \$ 46.57	55,095.16	D
Common Stock	02/01/2005		S ⁽¹⁾	1,000	D \$ 46.581	54,095.16	D

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Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.59	53,095.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	3,000	D	\$ 46.6	50,095.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.61	49,095.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	2,000	D	\$ 46.62	47,095.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	500	D	\$ 46.64	46,595.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.65	45,595.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.655	44,595.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.71	43,595.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	428	D	\$ 46.76	43,167.16	D	
Common Stock	02/01/2005	S ⁽¹⁾	1,000	D	\$ 46.4	42,167.16	D	
Common Stock	12/31/2004	A V	33.34	A	<u>(2)</u>	929.62	I	Thrift Trust

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option, Right to Buy	\$ 24.22	02/01/2005		M			15,428	<u>(3)</u>	01/03/2010	Common Stock	15,428
Option, Right to	\$ 46.68	02/01/2005		A		200,000		<u>(4)</u>	02/01/2015	Common Stock	200,000

Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGEE LIAM E BANK OF AMERICA CORPORATION NC1 007 56 18 CHARLOTTE, NC 28255				Pres Gbl Cons and Sml Bus Bkg

Signatures

Liam E. McGee/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) Option exercise and sale of shares in accordance with a written plan established October 21, 2004 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Shares acquired were exempt acquisitions pursuant to Rule 16b-3(c) under the Bank of America Corporation 401(k) Plan.
- (3) This option vested in three equal installments commencing January 3, 2001.
- (4) These options fully vest on February 1, 2008. The proceeds must be held for a three year period after exercise.

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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