BANK OF AMERICA CORP /DE/

Form 4

April 28, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

SECURITIES

OMB Number:

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

may continue. 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

(Print or Type Responses)

1. Name and Address of Reporting Person * **MAY THOMAS J**

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

BANK OF AMERICA CORP /DE/

(Check all applicable)

5. Relationship of Reporting Person(s) to

[BAC]

(Last) (First) 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

NSTAR, 800 BOYLSTON STREET

(Street)

04/27/2005

(Month/Day/Year)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOSTON, MA 02199

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported

(Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion TransactionDerivative **Expiration Date Underlying Securities** (Month/Day/Year) Execution Date, if or Exercise Securities (Month/Day/Year) (Instr. 3 and 4) Security Code any

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(Instr. 3)		Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phan Stock		\$ 0	04/27/2005		A(1)		4,022.73		(2)	(2)	Common Stock	4,022.73
Phan Stock		\$ 0	04/27/2005		A		66.86		(2)	(2)	Common Stock	66.86
Direct Stock Plan	ctor k Unit	\$ 0	03/25/2005		A	V	181.85		(3)	(3)	Common Stock	181.85
Direc Stock		\$ 0	03/25/2005		A	V	44.35		<u>(3)</u>	(3)	Common Stock	44.35
Direc	ement Ex	\$ 0	03/25/2005		A	V	25.24		(3)	(3)	Common Stock	25.24
Stock Plan	k Unit	\$ 0	03/25/2005		A	V	13.64		(3)	(3)	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
MAY THOMAS J NSTAR 800 BOYLSTON STREET BOSTON, MA 02199	X							

Signatures

Thomas J. May/Roger C. McClary POA 04/28/2005

**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) Shares represent payment of the annual retainer fee and an additional award of restricted shares under the Bank of America Corpor ation Directors' Stock Plan in transactions exempt under Rule 16b-3.

Reporting Owners 2

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- (2) Phantom stock units may be settled in cash upon death or termination of service as a director.
- (3) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in stock on death or te rmination of service as a director.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.