

BANK OF AMERICA CORP /DE/
 Form 4
 April 28, 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 *
 MAY THOMAS J

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)
 NSTAR, 800 BOYLSTON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/27/2005

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

BOSTON, MA 02199
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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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) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|--|------------------------------------|------------------|------------------|---|----------|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | Code V | | | | | | | |
| Phantom Stock | \$ 0 | 04/27/2005 | A ⁽¹⁾ | | 4,022.73 | | (2) | (2) | Common Stock | 4,022.73 |
| Phantom Stock | \$ 0 | 04/27/2005 | A | | 66.86 | | (2) | (2) | Common Stock | 66.86 |
| Director Stock Unit Plan | \$ 0 | 03/25/2005 | A V | | 181.85 | | (3) | (3) | Common Stock | 181.85 |
| Fleet BKB Director Stock Award Unit Plan | \$ 0 | 03/25/2005 | A V | | 44.35 | | (3) | (3) | Common Stock | 44.35 |
| Fleet BKB Director Retirement Ben Ex Program | \$ 0 | 03/25/2005 | A V | | 25.24 | | (3) | (3) | Common Stock | 25.24 |
| Stock Unit Plan | \$ 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 Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

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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 termination 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.

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