FINUCANE ANNE M Form 4

February 20, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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Name and Address of Reporting Person* Finucane Anne M.					me and Tion Financial		Pe to	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) FleetBoston Fir 100 Federal Str	of Reporting Person,					atement for th/Day/Year 8/03	10 X	Director					
								xecutive Vice resident					
	(Street)							5. If Amendment,		7. Individual or Joint/Group Filing			
Boston, MA 02110								Date of Original (Month/Day/Year)		(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)) (State) (Zip)	Т	able	e I Non-I	Derivat	ive Secu	rities Acquired,	uired, Disposed of, or Beneficially Owned				
				s- ()		es Acqu d of (D	uired (A)	5. Amount of Securities Beneficially Owned Follow-		1	7. Nature of Indirect Beneficial Ownership		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)		
Common Stock	02/18/03		A (1)		3,727	A				D			
Common Stock	02/19/03		F (2)		562	D	\$24.91		37,532	D			

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., nuts, calls, warrants, ontions, convertible securities)

(c.g., pats, cans, warrants, options, convertible securities)													
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nati		
Derivative	sion or	action	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indir		
Security	Exercise	Date	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Benefic		
,	Price of	1 '	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners		
,	1 '	1 '	1 '	1 '	1 '	1	1	1	1	1			

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

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		(Month/ Day/ Year)	`	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Year)		(Instr. 3 & 4)		Following	of Derivative Security: Direct (D) or Indirect	(Instr. 4
				Code			` /	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(I) (Instr. 4)	
Performance Restricted Stock Units	1-for-1	02/18/03		A (3)	V	65,000		(3)		Common Stock	65,000	65,000	D	

Explanation of Responses:

- (1) Award of restricted stock pursuant to the FleetBoston Financial 1996 Long-Term Incentive Plan.
- (2) Withholding of shares or delivery of previously owned shares to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (3) Award of performance restricted stock units pursuant to the FleetBoston Financial 1996 Long-Term Incentive Plan. The restrictions on these units will lapse if the Corporation meets certain pre-established earnings per share targets in 2004 and 2005.

By: /s/ Martha R. Francis
 Martha R. Francis, Attorney-in-Fact

**Signature of Reporting Person

Date

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