MCHENRY DONALD F
Form 4
January 03, 2003

FORM 4

<ins> </ins> 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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1. Name and Address of Reporting Person* **McHenry Donald F.** (Last)　(First)　(Middle) **IRC Group** **1320 19th Street, N.W., Suite 410** (Street) **Washington**, DC 20036 (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **FleetBoston Financial Corporation (FBF)**		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) **X** Director <ins> </ins> 10% Owner <ins> </ins> Officer (give title below) <ins> </ins> Other (specify below)
	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **01/01/03**	
		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) **X** Form filed by One Reporting Person <ins> </ins> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)　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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)		Title					

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						Date Exer-cisable	Expira-tion Date		Amount or Number of Shares				Indirect (I) (Instr. 4)	
Stock Units	**1-for-1**	**01/01/03**			**A**	**257.2016**	[(1)]	**(1)**	**Common Stock**	**257.2016**	**$24.30**	**5,344.5109**	**D**	

Explanation of Responses:

[(1)] Stock units accrued under the Directors Deferred Compensation and Stock Unit Plan. Amount of stock units is payable in FBF common stock upon the reporting person's retirement or resignation from the Board of Directors.

By: /s/ **Martha R. Francis**   **01/03/03**
       Martha R. Francis, Attorney-in-Fact   Date
       **Signature of Reporting Person

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

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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