

FINUCANE ANNE M
Form 4
February 20, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
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Section 16 Filer
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| | | | | | | | | |
|--|--|--|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person* Finucane Anne M. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol FleetBoston Financial Corporation (FBF) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year 02/18/03 | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| 5. If Amendment, Date of Original (Month/Day/Year) | | | | | | | | |
| 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
| 7. Nature of Ownership (Instr. 4) | | | | | | | | |
| 8. Date of Acquisition (Month/Day/Year) | | | | | | | | |
| 9. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | | | | | | |
| 10. Nature of Ownership (Instr. 4) | | | | | | | | |
| 11. Title of Security (Instr. 3) | | | | | | | | |
| 12. Transaction Date (Month/Day/Year) | | | | | | | | |
| 13. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 14. Transaction Code (Instr. 8) | | | | | | | | |
| 15. Amount (A) or Price (D) | | | | | | | | |
| 16. Nature of Ownership (Instr. 4) | | | | | | | | |
| 17. Title of Security (Instr. 3) | | | | | | | | |
| 18. Transaction Date (Month/Day/Year) | | | | | | | | |
| 19. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 20. Transaction Code (Instr. 8) | | | | | | | | |
| 21. Amount (A) or Price (D) | | | | | | | | |
| 22. Nature of Ownership (Instr. 4) | | | | | | | | |
| 23. Title of Security (Instr. 3) | | | | | | | | |
| 24. Transaction Date (Month/Day/Year) | | | | | | | | |
| 25. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 26. Transaction Code (Instr. 8) | | | | | | | | |
| 27. Amount (A) or Price (D) | | | | | | | | |
| 28. Nature of Ownership (Instr. 4) | | | | | | | | |
| 29. Title of Security (Instr. 3) | | | | | | | | |
| 30. Transaction Date (Month/Day/Year) | | | | | | | | |
| 31. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 32. Transaction Code (Instr. 8) | | | | | | | | |
| 33. Amount (A) or Price (D) | | | | | | | | |
| 34. Nature of Ownership (Instr. 4) | | | | | | | | |
| 35. Title of Security (Instr. 3) | | | | | | | | |
| 36. Transaction Date (Month/Day/Year) | | | | | | | | |
| 37. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 38. Transaction Code (Instr. 8) | | | | | | | | |
| 39. Amount (A) or Price (D) | | | | | | | | |
| 40. Nature of Ownership (Instr. 4) | | | | | | | | |
| 41. Title of Security (Instr. 3) | | | | | | | | |
| 42. Transaction Date (Month/Day/Year) | | | | | | | | |
| 43. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 44. Transaction Code (Instr. 8) | | | | | | | | |
| 45. Amount (A) or Price (D) | | | | | | | | |
| 46. Nature of Ownership (Instr. 4) | | | | | | | | |
| 47. Title of Security (Instr. 3) | | | | | | | | |
| 48. Transaction Date (Month/Day/Year) | | | | | | | | |
| 49. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 50. Transaction Code (Instr. 8) | | | | | | | | |
| 51. Amount (A) or Price (D) | | | | | | | | |
| 52. Nature of Ownership (Instr. 4) | | | | | | | | |
| 53. Title of Security (Instr. 3) | | | | | | | | |
| 54. Transaction Date (Month/Day/Year) | | | | | | | | |
| 55. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 56. Transaction Code (Instr. 8) | | | | | | | | |
| 57. Amount (A) or Price (D) | | | | | | | | |
| 58. Nature of Ownership (Instr. 4) | | | | | | | | |
| 59. Title of Security (Instr. 3) | | | | | | | | |
| 60. Transaction Date (Month/Day/Year) | | | | | | | | |
| 61. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 62. Transaction Code (Instr. 8) | | | | | | | | |
| 63. Amount (A) or Price (D) | | | | | | | | |
| 64. Nature of Ownership (Instr. 4) | | | | | | | | |
| 65. Title of Security (Instr. 3) | | | | | | | | |
| 66. Transaction Date (Month/Day/Year) | | | | | | | | |
| 67. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 68. Transaction Code (Instr. 8) | | | | | | | | |
| 69. Amount (A) or Price (D) | | | | | | | | |
| 70. Nature of Ownership (Instr. 4) | | | | | | | | |
| 71. Title of Security (Instr. 3) | | | | | | | | |
| 72. Transaction Date (Month/Day/Year) | | | | | | | | |
| 73. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 74. Transaction Code (Instr. 8) | | | | | | | | |
| 75. Amount (A) or Price (D) | | | | | | | | |
| 76. Nature of Ownership (Instr. 4) | | | | | | | | |
| 77. Title of Security (Instr. 3) | | | | | | | | |
| 78. Transaction Date (Month/Day/Year) | | | | | | | | |
| 79. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 80. Transaction Code (Instr. 8) | | | | | | | | |
| 81. Amount (A) or Price (D) | | | | | | | | |
| 82. Nature of Ownership (Instr. 4) | | | | | | | | |
| 83. Title of Security (Instr. 3) | | | | | | | | |
| 84. Transaction Date (Month/Day/Year) | | | | | | | | |
| 85. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 86. Transaction Code (Instr. 8) | | | | | | | | |
| 87. Amount (A) or Price (D) | | | | | | | | |
| 88. Nature of Ownership (Instr. 4) | | | | | | | | |
| 89. Title of Security (Instr. 3) | | | | | | | | |
| 90. Transaction Date (Month/Day/Year) | | | | | | | | |
| 91. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 92. Transaction Code (Instr. 8) | | | | | | | | |
| 93. Amount (A) or Price (D) | | | | | | | | |
| 94. Nature of Ownership (Instr. 4) | | | | | | | | |
| 95. Title of Security (Instr. 3) | | | | | | | | |
| 96. Transaction Date (Month/Day/Year) | | | | | | | | |
| 97. Deemed Execution Date, if any (Month/Day/Year) | | | | | | | | |
| 98. Transaction Code (Instr. 8) | | | | | | | | |
| 99. Amount (A) or Price (D) | | | | | | | | |
| 100. Nature of Ownership (Instr. 4) | | | | | | | | |

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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 | 2. Conversion or Exercise Price of | 3. Transaction Date | 3A. Deemed Execution Date, | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/ | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially | 10. Ownership Form | 11. Nature of Indirect Beneficial Owners |
|---------------------------------|------------------------------------|---------------------|----------------------------|---------------------|------------------------------------|---|--|--|---|--------------------|--|

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| (Instr. 3) | Derivative Security | (Month/Day/Year) | if any (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | Year | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) |
|---|---------------------|------------------|-------------------------|------------------------|----------|--|-----|-------------------------|-------------------------|---------------------|----------------------------|---|--|------------|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | |
| Performance Restricted Stock Units | 1-for-1 | 02/18/03 | | A⁽³⁾ | V | 65,000 | | (⁽³⁾) | (⁽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** **02/20/03**
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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