FLEETBOSTON FINANCIAL CORP

Form 4 April 03, 2003

See Instruction 1(b).

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

					me and Tic		P	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				rting	ntification 2 g Person, voluntary)	Numbe	Mo	Statement for nth/Day/Year 01/03	10	X Director			
(Street) Stamford, CT 06910-2608							Dat	f Amendment, te of Original onth/Day/Year)	(() <u>X</u> P()	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)				able	e I Non-I	Derivat	ive Sec	ecurities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	action Date (Month/ Day/ Year)	Execution Date,	ution action Cod (Instr. 8) Code V		4. Securitie (A) or Disp (Instr. 3, 4 Amount	(A) or		5. Amount of Securities Beneficially Owned Follow- ing Reported		F	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	ica)					(D)		Transactions(s) (Instr. 3 & 4)					

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

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)

(eig.) publy early, warrants, options, convertible securities,												
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nat	
Derivative	sion or	action	Deemed	Trans-	Derivative	and Expiration	Amount of	Derivative	Derivative	Owner-	of India	
Security	Exercise	Date	Execution	action	Securities	Date	Underlying	Security	Securities	ship	Benefic	
	Price of		Date,	Code	Acquired (A)	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Owners	
(Instr. 3)	Derivative	(Month/	if any		or Disposed	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4	
	Security	Day/	(Month/	(Instr.	of (D)				Following	ative		
		Year)	Day/	8)					Reported	Security:		
			Year)		(Instr. 3, 4 &				Transaction(s)	Direct		
					5)				(Instr. 4)	(D)		
				Code V	(A) (D)		Title			or		
]	1			

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

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					Exer-cisable	Expira- tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)	
Stock Units	1-for-1	04/01/03	A	325.8656	(1)	_	Common Stock	325.8656	\$24.55		D	
Stock Units	1-for-1	04/01/03	Ι	346.9577	(1)	_	Common Stock	346.9577	\$24.55	15,518.8046	D	

Explanation of Responses:

(1) Stock units are payable in shares of FBF common stock upon the reporting person's retirement or resignation from the Board of Directors.

By: /s/ Martha R. Francis

Martha R. Francis, Attorney-in-Fact

**Signature of Reporting Person

04/03/03 Date

Signature of Reporting Letson

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).