

GIFFORD CHARLES K  
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  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Gifford Charles K.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>FleetBoston Financial Corporation (FBF)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
FleetBoston Financial Corporation 100 Federal Street			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>02/18/03</b>		<input checked="" type="checkbox"/> Director — 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) <b>Chairman and Chief Executive Officer</b>			
(Street) <b>Boston, MA 02110</b>					5. If Amendment, Date of Original (Month/Day/Year)		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			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans-action 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. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/19/03		F <sup>(1)</sup>		3,957	D	\$24.91	326,195.7332	D	
Common Stock								4,707	I	By Daughter
Common Stock								981,4663	I	As Custodian
Common Stock								187,308	I	By GRAT I
Common Stock								200,000 <sup>(2)</sup>	I	By GRAT II

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 Indirect (I) (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Performance Restricted Stock Units</b>	<b>1-for-1</b>	<b>02/18/03</b>		<b>A<sup>(3)</sup></b>	<b>V</b>	<b>150,000</b>		<b>(<sup>(3)</sup>)</b>	<b>(<sup>(3)</sup>)</b>	<b>Common Stock</b>	<b>150,000</b>		<b>150,000</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Withholding of shares or delivery of previously owned shares to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on February 12, 2003.
- (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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