FLEETBOSTON FINANCIAL CORP Form S-8 POS March 17, 2004

As filed with the Securities and Exchange Commission on March 17, 2004

Registration No. 333-100433

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FLEETBOSTON FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

RHODE ISLAND (State or other jurisdiction of

05-0341324 (I.R.S. Employer

incorporation or organization)

Identification No.)

100 FEDERAL STREET, BOSTON, MASSACHUSETTS (Address of Principal Executive Offices)

02110 (Zip Code)

FLEETBOSTON FINANCIAL CORPORATION

EMPLOYEE STOCK PURCHASE PLAN

 $(Full\ title\ of\ the\ plan)$

GARY A. SPIESS, ESQ.

JANICE B. LIVA, ESQ.

Executive Vice President, General Counsel and Secretary

Deputy General Counsel and Assistant Secretary

FLEETBOSTON FINANCIAL CORPORATION

FLEETBOSTON FINANCIAL CORPORATION

100 Federal Street

100 Federal Street

Boston, Massachusetts 02110

Boston, Massachusetts 02110

617-434-2870

617-434-8630

 $(Names, addresses\ and\ telephone\ numbers, including\ area\ codes, of\ agents\ for\ service)$

DEREGISTRATION OF SECURITIES

On October 9, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-100433) (the Form S-8) registering 4,000,000 shares of the Registrant s Common Stock, \$0.01 par value (the Shares), to be issued to participants under the Registrant s Employee Stock Purchase Plan (the Plan). The Plan was terminated after an aggregate of 525,245 Shares were issued to participants under the Form S-8. This Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 is being filed in order to deregister all Shares that were registered under the Form S-8 and remain unissued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

FLEETBOSTON FINANCIAL CORPORA	ATION

By: /s/ CHARLES K. GIFFORD*

Charles K. Gifford

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-100433 on Form S-8 has been signed by the following persons in the capacities and on the 17th day of March, 2004.

Signature	Title	
/s/ CHARLES K. GIFFORD*		
Charles K. Gifford	Chairman and Chief Executive Officer and Director	
/s/ EUGENE M. MCQUADE		
Eugene M. McQuade	President and Chief Operating Officer and Director	
/s/ ROBERT C. LAMB, JR.	Executive Vice President and Chief Financial Officer	
Robert C. Lamb, Jr.		
/s/ ERNEST L. PUSCHAVER*	Chief Accounting Officer	
Ernest L. Puschaver		
/s/ JOEL B. ALVORD*	Director	
Joel B. Alvord		
	Director	
William Barnet, III	Director	
/s/ DANIEL P. BURNHAM*	—— Director	
Daniel P. Burnham		

/s/ KIM B. CLARK*	——— Director	
Kim B. Clark	Director	

Signature	Title
/s/ PAUL J. CHOQUETTE, JR.* Paul J. Choquette, Jr.	Director
/s/ JOHN T. COLLINS*	Director
John T. Collins /s/ GARY L. COUNTRYMAN*	
Gary L. Countryman	Director
/s/ MARIAN L. HEARD*	Director
Marian L. Heard	
Robert M. Kavner	Director
/s/ THOMAS J. MAY*	Director
Thomas J. May /s/ DONALD F. MCHENRY*	
Donald F. McHenry	Director
/s/ TERRENCE MURRAY*	- Director
Terrence Murray	
Michael B. Picotte	Director
/s/ FRANCENE S. RODGERS*	Director
Francene S. Rodgers	
Thomas M. Ryan	Director
T. Joseph Semrod	Director
Paul R. Tregurtha	Director

*By: /s/ GARY A. SPIESS

Gary A. Spiess, Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post Effective Amendment No. 1 to Registration Statement No. 333-100433 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, and the Commonwealth of Massachusetts, on the 17th day of March, 2004.

FLEETBOSTON FINANCIAL CORPORATION

EMPLOYEE STOCK PURCHASE PLAN

By: /s/ PATRICIA CALLAHAN FAY

Patricia Callahan Fay

Director of Benefits Planning

EXHIBIT INDEX

Exhibit

Number Exhibit

24 Power of Attorney of certain officers and directors of the Registrant*

^{*} Previously filed.