

MURRAY TERRENCE  
Form 4  
January 23, 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>Murray Terrence</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) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)		
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>01/21/03</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. 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			
Common Stock	01/21/03		S <sup>(1)</sup>		1,600	D	\$27.55		D	
Common Stock	01/21/03		S <sup>(1)</sup>		900	D	\$27.50		D	
Common Stock	01/21/03		S <sup>(1)</sup>		2,500	D	\$27.40		D	
Common Stock	01/21/03		S <sup>(1)</sup>		4,000	D	\$27.32		D	
Common Stock	01/21/03		S <sup>(1)</sup>		2,500	D	\$27.31		D	
Common Stock	01/21/03		S <sup>(1)</sup>		10,500	D	\$27.30		D	
Common Stock	01/21/03		S <sup>(1)</sup>		200	D	\$27.29		D	
Common Stock	01/21/03		S <sup>(1)</sup>		1,300	D	\$27.27		D	

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Common Stock	01/21/03		S <sup>(1)</sup>		7,000	D	\$27.25		D	
Common Stock	01/21/03		S <sup>(1)</sup>		1,500	D	\$27.22		D	
Common Stock	01/21/03		S <sup>(1)</sup>		4,000	D	\$27.18		D	
Common Stock	01/21/03		S <sup>(1)</sup>		1,500	D	\$27.12		D	
Common Stock	01/21/03		S <sup>(1)</sup>		1,000	D	\$27.10		D	
Common Stock	01/21/03		S <sup>(1)</sup>		1,000	D	\$27.09		D	
Common Stock	01/21/03		S <sup>(1)</sup>		2,500	D	\$27.08		D	
Common Stock	01/21/03		S <sup>(1)</sup>		3,000	D	\$27.05		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,500	D	\$27.14		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,500	D	\$27.13		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,500	D	\$27.08		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,500	D	\$27.07		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,500	D	\$27.05		D	
Common Stock	01/22/03		S <sup>(1)</sup>		3,500	D	\$27.03		D	
Common Stock	01/22/03		S <sup>(1)</sup>		3,000	D	\$27.02		D	
Common Stock	01/22/03		S <sup>(1)</sup>		2,000	D	\$27.01		D	
Common Stock	01/22/03		S <sup>(1)</sup>		9,000	D	\$27.00	216,334 <sup>(2)</sup>	D	
Common Stock								356,752 <sup>(2)</sup>	I	By Trust
Common Stock								12,035	I	Murray & Young Assoc. L.L.C.

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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivatives	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 Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Securities (Instr. 8)				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			

Explanation of Responses:

- (1) Sales effected pursuant to a Rule 10b5-1 trading plan previously established by the reporting person.
- (2) Since the reporting person's last report, 200,000 shares previously held by a trust were transferred to direct ownership.

By: /s/ **Martha R. Francis** **01/23/03**  
**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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