BANK ONE CORP
Form 10-Q
May 15, 2002

BANK ONE CORPORATION
INDEX TO FINANCIAL REVIEW

FIVE QUARTER SUMMARY OF SELECTED FINANCIAL INFORMATION
BANK ONE CORPORATION AND SUBSIDIARIES

	Three Mon		
(In millions, except ratios and per share data)	March 31 2002/(3)/	December 31 2001	Septe
INCOME STATEMENT DATA			
Total revenue, net of interest expense	$ 4,152	$ 4,207	$
Net interest income- fully taxable-equivalent ("FTE") basis	2,235	2,273	
Noninterest income	1,952	1,972	
Provision for credit losses	665	765	
Noninterest expense	2,345	2,706	
Income before cumulative effect of change			

in accounting principle	787	541	
Net income	787	541	
PER COMMON SHARE DATA			
Income before cumulative effect of change in accounting principle:			
Basic	$ 0.67	$ 0.46	$
Diluted	0.67	0.46	
Net income:			
Basic	$ 0.67	$ 0.46	$
Diluted	0.67	0.46	
Cash dividends declared	0.21	0.21	
Book value	17.81	17.33	
BALANCE SHEET DATA-ENDING BALANCES			
Loans:			
Managed	$ 209,519	$ 218,102	$
Reported	152,126	156,733	
Deposits	158,803	167,530	
Long-term debt/(1)/	44,194	43,418	
Total assets:			
Managed	297,998	306,304	
Reported	262,947	268,954	
Common stockholders' equity	20,913	20,226	
Total stockholders' equity	20,913	20,226	
CREDIT QUALITY RATIOS			
Net charge-offs to average loans-managed/(2)/	2.82%	2.84%	
Allowance for credit losses to period end loans	2.97	2.89	
Nonperforming assets to related assets	2.58	2.35	
FINANCIAL PERFORMANCE:			
Return on average assets	1.21%	0.80%	
Return on average common equity	15.3	10.5	
Net interest margin:			
Managed	5.35	5.20	
Reported	3.91	3.84	
Efficiency ratio:			
Managed	46.6	53.5	
Reported	56.0	63.7	
Employees	73,864/(4)/	73,519	

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FIVE QUARTER SUMMARY OF SELECTED FINANCIAL INFORMATION-CONTINUED
BANK ONE CORPORATION AND SUBSIDIARIES

	Three Mon		
(In millions, except ratios and per share data)	March 31 2002/(3)/	December 31 2001	Septe
CAPITAL RATIOS			
Risk-based capital:			

Tier 1	9.0%	8.6%	
Total	12.7	12.2	
Tangible common equity/tangible managed assets	6.2	5.9	
COMMON STOCK DATA			
Average shares outstanding:			
Basic	1,170	1,166	
Diluted	1,179	1,174	
Stock price, quarter-end	$ 41.78	$ 39.05	$

/(1)/ Includes trust preferred capital securities.
/(2)/ Quarterly results include $1 million, $14 million, $14 million, $24 million, and $40 million, respectively, of charge-offs which are not so classified in the Corporation's GAAP financials because they are part of a portfolio which has been accounted for as loans held at a discount. The inclusion of these amounts in charge-offs more accurately reflects the performance of the portfolio. In the Corporation's financial statements, these items result in a higher provision in excess of net charge-offs.
/(3)/ Results include the effects of the consolidation of Paymentech, Inc. and Anexsys, LLC.
/(4)/ Includes the addition of 1,627 employees due to the consolidation of Paymentech and Anexsys.

FIVE QUARTER SUMMARY OF OTHER FINANCIAL DATA

The Corporation's consolidated operating financial results and ratios are as follows:

	Three Mon		
(In millions, except ratios and per share data)	March 31 2002/(1)/	December 31 2001	Septe
Operating income	$ 787	$ 765	$
Operating earnings per share-diluted	$ 0.67	$ 0.65	$
Return on average assets	1.21%	1.14%	
Return on average common equity	15.3	14.9	
Net interest margin:			
Managed	5.35	5.20	
Reported	3.91	3.84	
Efficiency ratio:			
Managed	46.6	46.5	
Reported	56.0	55.4	

/(1)/ Results include the effects of the consolidation of Paymentech and Anexsys.
/(2)/ These results and ratios exclude restructuring-related charges for all periods and June 30, 2001 excludes the cumulative effect of change in accounting principle.

BUSINESS SEGMENT RESULTS AND OTHER DATA

BANK ONE CORPORATION and its subsidiaries ("Bank One" or the "Corporation") are managed on a line of business basis. The business segments' financial results presented reflects the current organization of the Corporation. For a detailed discussion of the various business activities of Bank One's business segments, see pages 27-40 of the Corporation's 2001 Annual Report.

The following table summarizes certain financial information by line of business for the periods indicated:

	Operating Income (Loss) (In millions)		Average Managed (In billio	
Three Months Ended March 31	2002	2001	2002	
Retail	$ 343	$ 341	$ 73	$
Commercial Banking	143	196	99	
Credit Card	239	148	71	
Investment Management	114	82	8	
Corporate	(52)	(88)	48	
Total business segment operating income, net of tax	$ 787	$ 679	$ 300	$

The information provided in the line of business tables beginning with the caption entitled "Financial Performance" are included herein for analytical purposes only and are based on management information systems, assumptions and methodologies that are under continual review.

RETAIL

Retail provides a broad range of financial products and services, including deposits, investments, loans, insurance, and interactive banking to consumers and small business customers.

			Change	
Three Months Ended March 31/(1)/	2002	2001	Amount	Percent
(Dollars in millions)				
Net Interest income-FTE	$ 1,255	$ 1,299	$ (44)	(3)%
Banking fees and commissions/(2)/	118	122	(4)	(3)
Credit card revenue/(3)/	40	36	4	11
Service charges on deposits/(4)/	201	185	16	9
Trading/(5)/	(1)	-	(1)	-
Other income	4	16	(12)	(75)
Noninterest income	362	359	3	1
Total revenue	1,617	1,658	(41)	(2)
Provision for credit losses	267	244	23	9

Salaries and employee benefits	364	363	1	-
Other expense	458	517	(59)	(11)
Noninterest expense	822	880	(58)	(7)
Pretax operating income-FTE	528	534	(6)	(1)
Tax expense and FTE adjustment	185	193	(8)	(4)
Operating income	$ 343	$ 341	$ 2	1

RETAIL-CONTINUED

Three Months Ended March 31/(1)/	2002	2001	Change Amount	Change Percent
FINANCIAL PERFORMANCE:				
Return on equity/(6)/	22%	23%	(1)%	
Efficiency ratio/(6)/	51	53	(2)%	
Headcount-full-time	32,746	35,114	(2,368)	(7)%
ENDING BALANCES (in billions):				
Small business commercial	$ 10.0	$ 9.3	$ 0.7	8
Home equity	29.9	30.8	(0.9)	(3)
Vehicles:				
Loans	13.7	14.2	(0.5)	(4)
Leases	5.4	8.0	(2.6)	(33)
Other personal	8.6	11.1	(2.5)	(23)
Total loans	67.6	73.4	(5.8)	(8)
Assets	71.3	76.9	(5.6)	(7)
Demand deposits	26.0	24.2	1.8	7
Savings	37.9	33.3	4.6	14
Time	24.9	31.2	(6.3)	(20)
Total deposits	88.8	88.7	0.1	-
Equity	6.2	6.0	0.2	3
AVERAGE BALANCES (in billions):				
Small business commercial	$ 10.0	$ 9.2	$ 0.8	9
Home equity	30.1	31.1	(1.0)	(3)
Vehicles:				
Loans	13.5	14.2	(0.7)	(5)
Leases	5.7	8.2	(2.5)	(30)
Other personal	9.9	11.3	(1.4)	(12)
Total loans	69.2	74.0	(4.8)	(6)
Assets	72.9	78.2	(5.3)	(7)
Demand deposits	25.1	23.8	1.3	5

Savings	37.1	32.5	4.6	14
Time	25.4	31.9	(6.5)	(20)
Total deposits	87.6	88.2	(0.6)	(1)
Equity	6.2	5.9	0.3	5
CREDIT QUALITY (in millions):				
Net charge-offs:				
Small business commercial	$ 14	$ 10	$ 4	40
Home equity	130	73	57	78
Vehicles:				
Loans/(7)/	66	61	5	9
Leases	30	28	2	6
Other personal	26	34	(8)	(24)
Total consumer/(7)/	252	196	56	29
Total net charge-offs/(7)/	266	206	60	29

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RETAIL-CONTINUED

Three Months Ended March 31/(1)/	2002	2001
CREDIT QUALITY-continued (in millions):		
Net charge-off ratios:		
Small business commercial	0.56%	0.43%
Home equity	1.73	0.94
Vehicles:		
Loans/(7)/	1.96	1.71
Leases	2.11	1.38
Other personal	1.05	1.20
Total consumer/(7)/	1.70	1.21
Total net charge-offs/(7)/	1.54	1.11
Nonperforming assets:		
Small business commercial	$ 318	$ 231
Consumer/(8)/	1,084	728
Total nonperforming loans	1,402	959
Other, including Other Real Estate Owned ("OREO")	159	77
Total nonperforming assets	1,561	1,036
Allowance for credit losses	$ 1,028	$ 914
Allowance to period-end loans	1.52%	1.25%
Allowance to nonperforming loans	73%	95%
Nonperforming assets to related assets	2.30%	1.41%

DISTRIBUTION:		
Banking centers	1,776	1,811
ATMs	5,109	5,762
# On-line customers (in thousands)	1,248	931
# Households (in thousands)	7,159	7,586
# Business customers (in thousands)	494	513
# Debit cards issued (in thousands)	4,404	4,293
INVESTMENTS:		
Investment sales volume (in millions)	$ 1,377	$ 1,138

N/M-Not meaningful

/(1)/ During the first quarter of 2002 the Dealer Commercial Services business was transferred from Retail to Commercial Banking. All results for prior periods conform to the current line of business organization.

/(2)/ Banking fees and commissions include insurance fees, documentary fees, loan servicing fees, commitment fees, mutual fund commissions, syndicated management fees, leasing fees, safe deposit fees, official checks fees, ATM interchange and miscellaneous other fee revenue.

/(3)/ Credit card revenue includes credit card fees, merchant fees and interchange fees.

/(4)/ Service charges on deposits include service charges on deposits, deficient balance fees, non-sufficient funds/overdraft fees and waived fees.

/(5)/ Trading includes trading and foreign exchange.

/(6)/ Ratios are based on operating income.

/(7)/ First quarter 2002 and 2001 results include $1 million and $40 million, respectively, of charge-offs which are not so classified in the Corporation's GAAP financials because they are part of a portfolio which has been accounted for as loans held at a discount. The inclusion of these amounts in charge-offs more accurately reflects the credit performance of the portfolio. In the Corporation's financial statements, these items results in a higher provision in excess of net charge-offs.

/(8)/ Includes consumer balances that are placed on nonaccrual status when the collection of contractual principal or interest becomes 90 days past due

Retail reported first quarter operating income of $343 million, up 1% from the year-ago quarter. Lower operating expenses were offset by a decline in net interest income, driven by intentional reductions in certain lending portfolios, and an increase in the provision. Operating income increased 19% from the previous quarter, reflecting the seasonal impact of tax refund anticipation lending.

Net interest income decreased 3% from the first quarter of 2001, primarily due to the intentional reductions of the auto lease and brokered home equity portfolios. Noninterest income rose 1% from the year-ago quarter, with higher deposit fees and investment commissions in part offset by lower loan fees.

Noninterest expense was $822 million, a 7% decline from last year's first quarter, driven by improved efficiencies in operations and technology, the absence of goodwill amortization, and reductions in operating losses and headcount.

The provision for credit losses was $267 million, up $23 million from the year-ago quarter, reflecting increased net charge-offs in the home equity portfolio, partially offset by the absence of reserve build. Compared to the fourth quarter of 2001, the provision decreased $49 million due to the absence of reserve build and lower net charge-offs in the small business and auto lending portfolios.

Nonperforming assets were $1.561 billion, up $525 million from the first quarter of 2001 and $113 million from the fourth quarter, with both increases primarily driven by brokered home equity loans.

COMMERCIAL BANKING

Commercial Banking offers a broad array of products, including global cash management, capital markets, commercial cards, investment management, and lending, to Corporate Banking and Middle Market Banking customers.

Three Months Ended March 31/(1)/	2002/(9)/	2001
(Dollars in millions)		
Net interest income-FTE	$ 655	$ 715
Banking fees and commissions	175	163
Credit card revenue	14	22
Service charges on deposits	184	132
Fiduciary and investment management fees/(10)/	(1)	(1)
Trading	26	77
Other income (loss)	(27)	(6)
Noninterest income	371	387
Total revenue	1,026	1,102
Provision for credit losses	281	264
Salaries and employee benefits	269	274
Other expense	291	291
Noninterest expense	560	565
Pretax operating income-FTE	185	273
Tax expense and FTE adjustment	42	77
Operating income	$ 143	$ 196
Memo: Revenue by activity/(11)/		
Lending-related revenue	412	539
Global Treasury Services	429	383
Capital markets/(12)/	168	164
Other	17	16
FINANCIAL PERFORMANCE:		
Return on equity/(6)/	8%	11%
Efficiency ratio/(6)/	55	51
Headcount-full-time/(13)/		
Corporate Banking (including Capital Markets)	2,306	2,921
Middle Market	3,064	3,492
Global Treasury Services	4,731	4,457
Operations, Technology, and other Admin	2,203	2,167

Total headcount-full-time	12,304	13,037

COMMERCIAL BANKING - CONTINUED

Three Months Ended March 31/(1)/	2002/(9)/	2001
ENDING BALANCES (in billions):		
Loans	$ 69.0	$ 84.9
Assets	96.3	108.5
Demand deposits	22.4	20.3
Savings	2.9	2.6
Time	11.1	6.0
Foreign offices	7.0	6.6
Total deposits	43.4	35.5
Equity	7.4	7.2
AVERAGE BALANCES (in billions):		
Loans	$ 71.1	$ 87.0
Assets	99.3	110.1
Demand deposits	22.7	20.6
Savings	3.0	2.6
Time	17.2	5.9
Foreign offices	8.2	7.1
Total deposits	51.1	36.2
Equity	7.4	7.2
CREDIT QUALITY (in millions):		
Net Commercial Banking charge-offs	$ 281	$ 249
Net Commercial Banking charge-off ratio	1.58%	1.14
Nonperforming assets:		
Commercial Banking nonperforming loans	$ 2,257	$ 1,544
Other, including OREO	33	19
Total nonperforming assets	2,290	1,563
Allowance for credit losses	$ 3,071	$ 3,068
Allowance to period-end loans	4.45%	3.61
Allowance to nonperforming loans	136	199
Nonperforming assets to related assets	3.32	1.84
CORPORATE BANKING (in billions):		
Loans-ending balance	$ 34.7	$ 47.8
-average balance	36.0	49.9
Deposits-ending balance	$ 21.5	$ 17.4
-average balance	29.1	18.0

Credit Quality (in millions):		
Net charge-offs	$ 163	$ 186
Net charge-off ratio	1.81%	1.49
Nonperforming loans	$ 1,170	$ 952
Nonperforming loans to total loans	3.37%	1.99
SYNDICATIONS:		
Lead Arranger Deals:		
Volume (in billions)	$ 14.9	$ 14.5
Number of transactions	45	49
League table standing-rank	4	4
League table standing-market share	9%	6

COMMERCIAL BANKING - CONTINUED

Three Months Ended March 31/(1)/	2002/(9)/	2001
MIDDLE MARKET BANKING (in billions):		
Loans-ending balance	$ 34.3	$ 37.1
-average balance	35.1	37.1
Deposits-ending balance	21.9	18.1
-average balance	22.0	18.2
Credit Quality (in millions):		
Net charge-offs	$ 118	$ 63
Net charge-off ratio	1.34%	0.68
Nonperforming loans	$ 1,087	$ 592
Nonperforming loans to total loans	3.17%	1.60

For additional footnote detail see page 5.

/(9)/ Results include the effect of consolidating Anexsys, which had an immaterial impact on revenue and expense and no impact on operating income. Headcount increased by 276.

/(10)/ Fiduciary and investment management fees include asset management fees, personal trust fees, other trust fees and advisory fees.

/(11)/ Prior periods have been adjusted to conform to the current organization.

/(12)/ Capital markets includes trading revenues and underwriting, syndicated lending and advisory fees.

/(13)/ Prior period headcount data has been adjusted for the transfer of the Cash Vault Services business from Commercial to Corporate.

Commercial Banking reported first quarter operating income of $143 million, down $53 million from the year-ago quarter, primarily due to lower net interest income driven by the intentional reduction of Corporate Banking credit exposure. Operating income declined 3% from the previous quarter, reflecting lower revenue, partially offset by lower provision and noninterest expense.

Net interest income of $655 million declined 8% from the year-ago quarter, driven by a reduction of $15.9 billion, or 18% in average loans.

Partially offsetting this decline, net interest income benefited from higher average deposit levels.

Noninterest income was $371 million, down 4% from the first quarter of 2001. Banking fees and commissions increased 7%, primarily due to growth in the asset backed finance and investment grade bond underwriting businesses. Service charges on deposits increased 39%, reflecting improvement in Global-Treasury Services ("GTS") volumes and pricing as well as a shift in the payment of services to fees from net interest income due to the lower value of customers' compensating deposit balances. Trading revenue decreased 66%, reflecting a decline in the fair value of credit derivatives used to manage credit risk as well as lower foreign exchange and fixed income revenue.

Noninterest expense was $560 million, down 1% from the year-ago quarter.

Corporate Banking net charge-offs were $163 million, or 1.81% of average loans, up from 1.49% a year ago and 1.72% in the fourth quarter. First quarter charge-offs included $63 million of loans sold and held for sale, compared to $89 million in the year-ago quarter and $26 million in the fourth quarter. Middle Market net charge-offs were $118 million, or 1.34% of average loans, up from 0.68% in the year-ago quarter and down from 1.75% in the fourth quarter.

The allowance for credit losses at March 31, 2002, was $3.071 billion, essentially unchanged from the fourth quarter and first quarter 2001, and represented 4.45% of period-end loans. Nonperforming loans at March 31, 2002, were $2.257 billion, up 6% from the fourth quarter, driven primarily by a 12% increase in Middle Market nonperforming loans.

CREDIT CARD

Credit Card is the third largest credit card provider in the United States and the largest VISA(R) credit card issuer in the world with $65 billion in managed credit card receivables.

Three Months Ended March 31	2002/(14)/	200
(Dollars in millions-managed basis)		
Net interest income-FTE	$ 1,555	$ 1,39
Banking fees and commissions	25	2
Credit card revenue	395	24
Other income (loss)	(18)	3
Noninterest income	402	30
Total revenue	1,957	1,70
Provision for credit losses	943	95
Salaries and employee benefits	146	12
Other expense	475	38
Noninterest expense	621	51

Pretax operating income-FTE	393	23
Tax expense and FTE adjustment	154	8
Operating income	$ 239	$ 14
Memo: Net securitization gains (amortization)	(31)	(1
FINANCIAL PERFORMANCE:		
% of average outstandings:		
Net interest income-FTE	9.51%	8.6
Provision for credit losses	5.77	5.8
Noninterest income	2.46	1.9
Risk adjusted margin	6.20	4.6
Noninterest expense	3.80	3.1
Pretax income-FTE	2.40	1.4
Operating income	1.46	0.9
Return on equity/(6)/	15	1
Efficiency ratio/(6)/	32	3
Headcount-full-time	10,718	11,12
ENDING BALANCES (in billions):		
Owned	$ 7.4	$ 5.
Seller's interest	22.3	17.
Loans on balance sheet	29.7	23.
Securitized	35.1	40.
Loans	64.8	64.
Assets	70.0	67.
Equity	6.4	6.

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CREDIT CARD - CONTINUED

Three Months Ended March 31	2002/(14)/	2001	Change Amount	Change Percent
(Managed basis)				
AVERAGE BALANCES (in billions):				
Owned	$ 7.2	$ 5.2	$ 2.0	38
Seller's interest	22.5	20.6	1.9	9
Loans on balance sheet	29.7	25.8	3.9	15
Securitized	36.6	39.6	(3.0)	(8
Loans	66.3	65.4	0.9	1
Assets	71.4	68.2	3.2	5
Equity	6.4	6.2	0.2	3

CREDIT QUALITY (in millions):				
Net charge-offs:				
Credit card-managed	$ 943	$ 950	$ (7)	(1
Net charge-off ratios:				
Credit card-managed	5.69%	5.81%	(0.12)%	
12-month lagged/(15)/	5.77	5.66	0.11	
Delinquency ratio:				
30+ days	4.27	4.33	(0.06)	
90+ days	1.96	2.02	(0.06)	
Allowance for credit losses	$ 396	$ 197	$ 199	N/M
Allowance to period-end owned loans	5.35%	3.58%	1.77%	
OTHER DATA:				
Charge volume (in billions)	$ 34.0	$ 32.5	$ 1.5	5
New accounts opened (in thousands)	941	775	166	21
Cards issued (in thousands)	53,965	50,644	3,321	7
Number of FirstUSA.com customers (in millions)	2.3	2.4	(0.1)	(4

For additional footnote detail see page 5.

/(14)/ Results include the effect of consolidating Paymentech. Headcount increased by 1,351.

/(15)/ 1Q02 ratios include Wachovia net charge-offs but exclude Wachovia 1Q01 loans.

Credit Card reported first quarter operating income of $239 million, up $91 million from the year-ago quarter, reflecting higher net interest income. Operating income decreased $87 million from the fourth quarter due to seasonality, lower volume-related revenue, higher losses and increased marketing expense. First quarter results reflect the consolidation of the Corporation's interest in Paymentech, a leading merchant processor, which was previously recorded under the equity method of accounting. The new consolidated basis increased certain balance sheet categories, net interest income by $3 million, noninterest income by $77 million, and noninterest expense by $70 million, but had no impact on operating income.

Managed loans were $64.8 billion at March 31, 2002, up $800 million from the year-ago period, including the addition of the Wachovia portfolio. Managed loans declined $3.4 billion from December 31, 2001. Credit Card opened 941,000 new accounts during the quarter, a 21% increase from the first quarter of 2001.

Total revenue was $1.957 billion for the quarter, a 15% improvement from one year ago, driven by the addition of the Wachovia portfolio, the benefit of lower interest rates and the consolidation of Paymentech, partially offset by lower volume-related revenue and no new securitization activity.

Noninterest expense totaled $621 million, up 21% from the year-ago quarter, reflecting the Paymentech consolidation, the addition of the Wachovia portfolio and higher marketing expense, partially offset by lower processing costs.

The managed provision for credit losses was $943 million, a 1% decrease from the year-ago quarter, reflecting lower losses, partially offset by the Wachovia portfolio. The managed charge-off rate was 5.69%, compared to 5.81% in the year-ago quarter and 5.59% in the fourth quarter. The managed 30-day delinquency rate was 4.27%, down from 4.33% in the year-ago quarter and 4.46% in the fourth quarter.

In 2001, the Corporation acquired the Wachovia credit card business, including an agent bank portfolio, which was subsequently sold back to Wachovia and the final settlement was completed in the second quarter 2002.

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INVESTMENT MANAGEMENT

The Investment Management Group (IMG) provides investment, insurance, trust and private banking services to individuals. IMG also provides investment and investment related services, including retirement and custody services, securities lending and corporate trust to institutions.

Three Months Ended March 31	2002	2001	Change Amount	Change Percent
(Dollars in millions)				
Net interest income-FTE	$ 115	$ 104	$ 11	11%
Banking fees and commissions	132	110	22	20
Service charges on deposits	5	4	1	25
Fiduciary and investment management fees	190	188	2	1
Other income	2	5	(3)	(60)
Noninterest income	329	307	22	7
Total revenue	444	411	33	8
Provision for credit losses	5	3	2	67
Salaries and employee benefits	142	145	(3)	(2)
Other expense	115	132	(17)	(13)
Noninterest expense	257	277	(20)	(7)
Pretax operating income-FTE	182	131	51	39
Tax expense and FTE adjustment	68	49	19	39
Operating income	$ 114	$ 82	$ 32	39
Memo: Insurance revenues	$ 123	$ 101	$ 22	22
FINANCIAL PERFORMANCE:				
Return on equity/(6)/	42%	33%	9%	
Efficiency ratio/(6)/	58	67	(9)	
Headcount-full-time	5,993	6,522	(529)	(8)
ENDING BALANCES (in billions):				
Loans	$ 7.2	$ 6.8	$ 0.4	6
Assets	8.6	8.0	0.6	8
Demand deposits	3.0	1.7	1.3	76
Savings	3.9	2.7	1.2	44
Time	3.5	3.4	0.1	3
Foreign offices	0.2	0.1	0.1	N/M

Total deposits	10.6	7.9	2.7	34
Equity	1.1	1.0	0.1	10
AVERAGE BALANCES (in billions):				
Loans	$ 7.0	$ 6.8	$ 0.2	3
Assets	8.4	8.0	0.4	5
Demand deposits	2.1	2.0	0.1	5
Savings	3.7	2.7	1.0	37
Time	3.2	3.4	(0.2)	(6)
Foreign offices	0.2	0.1	0.1	N/M
Total deposits	9.2	8.2	1.0	12
Equity	1.1	1.0	0.1	10

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INVESTMENT MANAGEMENT - CONTINUED

			C
Three Months Ended March 31	2002	2001	Amount
CREDIT QUALITY (in millions):			
Net charge-offs:			
Commercial	$ 2	$ -	$ 2
Consumer	3	-	3
Total net charge-offs	5	-	5
Net charge-off ratios:			
Commercial	0.27%	0.10%	0.17
Consumer	0.29	(0.04)	0.33
Total net charge-off ratio	0.29	-	0.29
Nonperforming assets:			
Commercial	$ 30	$ 38	$ (8
Consumer	7	4	3
Total nonperforming loans	37	42	(5
Other, including OREO	-	-	-
Total nonperforming assets	37	42	(5
Allowance for credit losses	$ 25	$ 25	$ -
Allowance to period-end loans	0.35%	0.37%	(0.02
Allowance to nonperforming loans	68	60	8
Nonperforming assets to related assets	0.51	0.62	(0.11
ASSETS UNDER MANAGEMENT ENDING BALANCES (in billions):			
Mutual funds	$ 89.9	$ 71.0	$ 18.9
Other	58.4	60.5	(2.1

Total	148.3	131.5	16.8
By type:			
Money market	$ 62.7	$ 48.0	$ 14.7
Equity	47.9	47.4	0.5
Fixed income	37.7	36.1	1.6
Total	148.3	131.5	16.8
By channel:			
Private client services	$ 48.0	$ 55.4	$ (7.4
Retail brokerage	9.8	9.2	0.6
Institutional	64.4	51.2	13.2
Commercial cash sweep	10.1	8.4	1.7
All other	16.0	7.3	8.7
Total	148.3	131.5	16.8
Morningstar Rankings:			
Percentage of customer assets in 4 and 5 ranked funds	55%	62%	(7
Percentage of customer assets in 3+ ranked funds	89	95	(6
TRUST ASSETS ENDING BALANCES:			
Trust assets under administration (in billions)	$ 347.6	$ 319.6	$ 28.0
CORPORATE TRUST SECURITIES ENDING BALANCES:			
Corporate trust securities under administration (in billions)	$ 1,044.1	$ 848.0	$ 196.1

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INVESTMENT MANAGEMENT - CONTINUED

			C
Three Months Ended March 31	2002	2001	Amount
RETAIL BROKERAGE:			
Mutual fund sales (in million)	$ 580	$ 614	$ (34
Annuity sales	797	524	273
Total sales	1,377	1,138	239
Number of accounts-end of period (in thousands)	390	390	-
Market value customer assets-end of period (in billion)	$ 24.2	$ 22.1	$ 2.1
Number of registered sales representatives	737	697	40
Number of licensed retail bankers	3,112	2,848	264
Annuity account value (in billions)	$ 9.6	$ 7.0	$ 2.6
PRIVATE CLIENT SERVICES:			
Number of Private Client advisors	660	714	(54
Number of Private Client offices	105	104	1
Client Assets:			
Assets under management (in billions)	$ 48.0	$ 55.4	$ (7.4

Ending Balances (in billions):			
Loans	$ 6.9	$ 6.8	$ 0.1
Deposits	8.2	7.0	1.2
Average Balances (in billions):			
Loans	$ 6.9	$ 6.8	$ 0.1
Deposits	8.1	7.0	1.1

For additional footnote detail see page 5.

Investment Management reported first quarter operating income of $114 million, up 39% from the year-ago quarter, driven by higher revenue and continued cost control. Compared to the fourth quarter, operating income increased 6%, reflecting higher revenue and lower provision.

Assets under management at quarter-end improved to $148.3 billion, up 13% from a year ago. One Group(R) mutual fund assets increased to $89.9 billion in the first quarter, up 27% year-over-year. The increase was attributed to significant growth in money market assets.

One Group funds performance remained strong during the first quarter. The percent of client assets in funds rated 4 and 5 by Morningstar at March 31, 2002, was 55%, down from 57% in the fourth quarter, and 89% of assets were in funds rated three stars or higher, up from 88% in the fourth quarter.

Revenue increased 8% year-over-year, contributing to improved operating leverage. Net interest income totaled $115 million, up 11% from the year-ago period, reflecting a 12% increase in average deposits and wider deposit spreads. Noninterest income was $329 million, up $22 million from the year-ago quarter, primarily driven by a 21% increase in the sale of mutual funds and annuities.

Noninterest expense was $257 million, down 7% from a year ago, driven principally by lower support-related headcount.

CORPORATE

Corporate includes Treasury, fixed income and principal investment portfolios, unallocated corporate expenses, and any gains or losses from corporate transactions.

			Change	
Three Months Ended March 31	2002	2001	Amount	Percent
(Dollars in millions)				
Net interest income (expense)-FTE/(16)/	$ (41)	$ (201)	$ 160	80%
Banking fees and commissions	(5)	(7)	2	29
Credit card revenue	(1)	1	(2)	N/M
Service charges on deposits	3	1	2	N/M
Investment securities losses	(18)	(97)	79	81

Trading	(9)	(10)	1	10
Other income	60	143	(83)	(58)
Noninterest income/(17)/	30	31	(1)	(3)
Total revenue (loss)	(11)	(170)	159	94
Provision for credit losses	15	-	15	N/M
Salaries and employee benefits	175	109	66	61
Other expense	(90)	(109)	19	17
Noninterest expense/(18)/	85	-	85	N/M
Pretax operating loss-FTE	(111)	(170)	59	35
Tax expense (benefit) and FTE adjustment	(59)	(82)	23	28
Operating income (loss)	$ (52)	$ (88)	$ 36	41
FINANCIAL PERFORMANCE:				
Headcount-full-time/(13)/	12,103	13,362	(1,259)	(9)
ENDING BALANCES (in billions):				
Loans	$ 0.9	$ 0.8	$ 0.1	13
Assets	51.8	54.6	(2.8)	(5)
Deposits	16.0	31.5	(15.5)	(49)
Equity	(0.2)	(1.5)	1.3	87
AVERAGE BALANCES (in billions):				
Loans	$ 0.4	$ 0.7	$ (0.3)	(43)
Assets	47.9	44.6	3.3	7
Deposits	15.8	28.1	(12.3)	(44)
Equity	(0.2)	(1.5)	1.3	87

For additional footnote detail see page 5.

/(16)/ Net interest income primarily includes Treasury results and interest spread on investment related activities.

/(17)/ Noninterest income primarily includes the gains and losses from investment activities and other corporate transactions.

/(18)/ Noninterest expense primarily includes corporate expense not allocated to the lines of business.

Corporate reported a net loss of $52 million in the first quarter, compared with a net loss of $88 million in the 2001 first quarter and a $106 million operating loss in the fourth quarter.

Net interest expense decreased to $41 million in the first quarter, compared to $201 million in the year-ago quarter, driven by lower interest rates that positively impacted the Corporation's funding costs.

Noninterest income was relatively flat from the year-ago quarter. Investment securities losses, which include the corporate fixed income and equity, venture capital and private equity portfolios, were $18 million, an improvement of $79 million from the 2001 first quarter. This was mainly due to lower venture fund investment write-downs and higher gains in other corporate investments. The year-over-year variance in other income was driven by the inclusion of $73 million in gains in the 2001 first quarter from the sale of the Corporation's portion of the controlling equity position in EquiServe Limited Partnership and from the sale of the Corporation's investment in Star Systems, an ATM network.

Unallocated corporate expenses were $85 million compared to zero in the year-ago quarter.

Provision was $15 million, reflecting charge-offs against other loan assets.

CONSOLIDATED RESULTS

NET INTEREST INCOME

Net interest income includes spreads on earning assets as well as items such as loan fees, cash interest collections on problem loans, dividend income, interest reversals, and income or expense on derivatives used to manage interest rate risk.

In order to understand fundamental trends in net interest income, average earning assets and net interest margins, it is useful to analyze financial performance on a managed portfolio basis, which adds data on securitized loans to reported data on loans as presented below:

			Change	
Three Months Ended March 31	2002	2001	Amount	Perc
(Dollars in millions)				
Managed:				
Net interest income-FTE basis	$ 3,539	$ 3,308	$ 231	
Average earning assets	268,405	281,921	(13,516)	
Net interest margin	5.35%	4.76%	0.59%	
Reported:				
Net interest income-FTE basis	$ 2,235	$ 2,218	$ 17	
Average earning assets	231,815	242,338	(10,523)	
Net interest margin	3.91%	3.71%	0.20%	

The year-over-year improvement in net interest income and the margin was due to lower interest rates and improved balance sheet profitability. This reflected a reduction in lower margin commercial credits, more disciplined pricing in the consumer loan sector and an increase in the percentage of funding provided by core Retail deposits and net free funds.

NONINTEREST INCOME

The components of managed noninterest income for the periods indicated are:

Three Months Ended March 31	2002	2001	Change Amount	Perc
(Dollars in millions)				
Banking fees and commissions	$ 445	$ 411	$ 34	
Credit card revenue	448	307	141	
Service charges on deposits	393	331	62	
Fiduciary and investment management fees	189	187	2	
Investment securities losses	(18)	(96)	78	
Trading	16	65	(49)	
Other income	21	188	(167)	
Managed noninterest income	$ 1,494	$ 1,393	$ 101	

In order to provide more meaningful trend analysis, credit card revenue and total noninterest income in the above table are shown on a managed basis. Credit card revenue excludes the net interest revenue associated with securitized credit card receivables. Components of noninterest income that are primarily related to a single business segment are discussed within that business segment rather than the consolidated section.

Banking fees and commissions increased from the year-ago quarter by $34 million, or 8%, due primarily to increased sales of annuities and mutual funds, as well as from the growth in the asset backed finance and investment grade bond underwriting businesses.

Managed credit card revenue in the first quarter of 2002 increased $141 million, or 46%, over the prior year period primarily due to the addition of the Wachovia portfolio and the consolidation of Paymentech.

Service charges on deposits increased $62 million for the first quarter of 2002 compared to the year-ago period. This 19% increase primarily reflected improvement in GTS volumes and pricing and a shift in the payment of services to fees from net interest income due to the lower value of customers' compensating deposit balances.

Investment securities losses were $18 million for the first quarter of 2002, compared to a loss of $96 million in the first quarter of 2001, and were primarily due to lower venture fund investment write-downs and higher gains in other corporate investments.

Trading produced gains of $16 million compared to $65 million in the first quarter of 2001. The 75% decrease in trading revenue reflected a decline in the fair value of credit derivatives used to manage credit risk as well as lower foreign exchange and fixed income revenue.

Other income for the first quarter decreased $167 million, or 89%, compared to the previous year. This decrease was primarily the result of gains in the first quarter of 2001 due to the sale of ownership interests in EquiServe Limited Partnership and Star Systems, and no new securitizations, offset by the first quarter 2002 effects of the consolidation of Paymentech.

NONINTEREST EXPENSE

The components of noninterest expense for the periods indicated are:

			Change	
Three Months Ended March 31	2002	2001	Amount	Perc
(Dollars in millions)				
Salaries and employee benefits:				
Salaries	$ 920	$ 875	$ 45	
Employee benefits	176	145	31	
Total salaries and employee benefits	1,096	1,020	76	
Occupancy	158	167	(9)	
Equipment	103	121	(18)	(
Outside service fees and processing	300	256	44	
Marketing and development	258	212	46	
Telecommunication	101	109	(8)	
Other intangible amortization	33	20	13	
Goodwill amortization	-	17	(17)	N
Other	296	314	(18)	
Total noninterest expense	2,345	2,236	109	
Employees/(1)/	73,864	79,157	(5,293)	
Efficiency ratio-managed basis	46.6%	47.6%	(1.0)%	

/(1)/ First quarter 2002 includes the addition of 1,627 employees due to the consolidation of Paymentech and Anexsys.

Components of noninterest expense that are primarily related to a single business segment are discussed within that business segment rather than the consolidated section.

Salaries and employee benefits in the first quarter of 2002 increased 7% from the year-ago period due to increased incentive compensation and the consolidation of Paymentech and Anexsys, partially offset by savings from reduced headcount.

Outside service fees and processing expense increased $44 million, or 17%, in the first quarter of 2002 compared to the year-ago period, primarily due to data processing credits in the first quarter 2001.

Marketing and development expense increased $46 million, or 22%, in the first quarter of 2002 compared to the prior year quarter primarily due to increased marketing expense for Credit Card and Retail.

Other intangible amortization increased $13 million in the first quarter of 2002 compared to the prior year quarter primarily due to the amortization of purchased credit card relationships associated with addition of the Wachovia business. Additionally, the Corporation no longer amortizes goodwill in accordance with SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142") and thus did not incur any goodwill amortization expense in the first quarter of 2002.

Other operating expense in the first quarter of 2002 decreased $18 million from the year-ago period primarily due to the continuation of the Corporation's waste-reduction initiatives to lower expenses, which was partially offset by system conversion costs. The Corporation is working to complete the Michigan/Florida conversion by around the end of the second quarter of 2002 and to complete the Illinois conversion by around year-end 2002.

APPLICABLE INCOME TAXES

The Corporation's income before income taxes and applicable income tax expense and effective tax rate for each of the periods indicated are:

Three Months Ended March 31	2002	2001
(Dollars in millions)		
Income before income taxes	$ 1,142	$ 971
Applicable income taxes	355	292
Effective tax rate	31.1%	30.1%

Applicable income tax expense for both periods included benefits for tax-exempt income, tax-advantaged investments and general business tax credits, offset by the effect of nondeductible expenses.

RISK MANAGEMENT

The Corporation's business activities generate liquidity, market, credit and operational risks:

- Liquidity risk is the risk that the Corporation is unable to meet all current and future financial obligations in a timely manner.
- Market risk is the risk that changes in future market rates or prices will make the Corporation's positions less valuable
- Credit risk is the risk of loss from borrowers' and counterparties' failure to perform according to the terms of a transaction.
- Operational risk, among other things, includes the risk of loss due to errors in product and service delivery, failure of internal controls over information systems and accounting records, and internal and external fraud.

The following discussion of the Corporation's risk management processes focuses primarily on developments since December 31, 2001. The Corporation's risk management processes for liquidity, market, credit and operational risks have not substantially changed from year-end and are described in detail in the Corporation's 2001 Annual Report, beginning on page 47.

At March 31, 2002, the Corporation and its principal banks had the following long- and short-term debt ratings:

	Short-Term Debt		Senior Long-Term Debt	
	S&P	Moody's	S&P	Moody's
The Corporation (Parent)	A-1	P-1	A	Aa3
Principal Banks	A-1	P-1	A+	Aa2

MARKET RISK MANAGEMENT

OVERVIEW

Market risk refers to potential losses arising from changes in interest rates, foreign exchange rates, equity prices and commodity prices. The portfolio effect of diverse trading activities helps reduce market risk. Through its trading activities, the Corporation strives to take advantage of profit opportunities available in interest and exchange rate movements. In asset and liability management activities, policies are in place to closely manage structural interest rate and foreign exchange rate risk.

VALUE-AT-RISK-TRADING ACTIVITIES

The Corporation has developed policies and procedures to manage market risk in its trading activities through a value-at-risk measurement and control system, a stress testing process and dollar trading limits. The objective of this process is to quantify and manage market risk in order to limit single and aggregate exposures.

For trading portfolios, value-at-risk measures the maximum fair value the Corporation could lose on a trading position, given a specified confidence level and time horizon. Value-at-risk limits and exposure are monitored daily for each significant trading portfolio. Stress testing is similar to value-at-risk except that the confidence level is geared to capture more extreme, less frequent market events.

The Corporation's value-at-risk calculation measures potential losses in fair value using a 99% confidence level and a one-day time horizon. This equates to 2.33 standard deviations from the mean under a normal distribution. This means that, on average, daily profits and losses are expected to exceed value-at-risk one out of every 100 overnight trading days. Value-at-risk is calculated using a statistical model applicable to cash and derivative positions, including options.

The value-at-risk in the Corporation's trading portfolio for the three months ended March 31, 2002 was as follows:

(In millions)	At March 31,	First Quarter 2002			At Decembe
	2002	Average	High	Low	2001
Risk Type					
Interest Rate	$ 12	$ 12	$ 13	$ 10	$
Currency Exchange Rate	1	-	2	-	
Equity	1	1	2	1	
Diversification benefit	(1)	-	N/A	N/A	
Aggregate portfolio market risk	$ 13	$ 13	$ 15	$ 12	$

Interest rate risk was the predominant type of market risk incurred during the first quarter of 2002. At March 31, 2002, approximately 86% of primary market risk exposures were related to interest rate risk. Exchange rate, equity and commodity risks accounted for 14% of primary market risk exposures.

STRUCTURAL INTEREST RATE RISK MANAGEMENT

Interest rate risk exposure in the Corporation's core non-trading business activities, i.e., asset/liability management ("ALM") position, is a result of reprice, option and basis risks associated with on- and off-balance sheet positions. The ALM position is measured using sophisticated risk management tools, including earnings simulation modeling and economic value of equity sensitivity analysis, to capture near-term and longer-term interest rate risk exposures.

Earnings simulation analysis, or earnings-at-risk, measures the sensitivity of pretax earnings to various interest rate movements. The base-case scenario is established using current interest rates. The comparative scenarios assume an immediate parallel shock in increments of [plusmn] 100 basis point rate movements. Numerous other scenarios are analyzed, including more gradual rising or declining rate changes and non-parallel rate shifts. Estimated earnings for each scenario are calculated over multiple years. The interest rate scenarios are used for analytical purposes and do not necessarily represent Management's view of future market movements. Rather, these are intended to provide a measure of the degree of volatility interest rate movements may introduce into the earnings and economic value of the Corporation.

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The Corporation's 12-month pre-tax earnings sensitivity profile as of March 31, 2002 and December 31, 2001 is as follows:

	Immediate Change in Rates	
(In millions)	-100 bp	+100 bp
March 31, 2002	$ 1	$ (152)
December 31, 2001	$ 174	$ (341)

Management regularly reviews alternative strategies to manage the Corporation's exposure to interest rate movements under a wide range of market based outcomes, balancing the risks and returns against the cost of incremental strategies. During the quarter, the Corporation reduced its sensitivity to rising interest rates by more than 50%. Although increasing rates would still negatively impact the Corporation's net interest margin, management believes the position is prudent given current interest rate levels. For additional discussion on the Corporation's derivative activities see the section "Derivative Financial Instruments" beginning on page 26.

Modeling the sensitivity of earnings to interest rate risk is highly dependent on the numerous assumptions embedded in the model. While the earnings sensitivity analysis incorporates Management's best estimate of interest rate and balance sheet dynamics under various market rate movements, the actual behavior and resulting earnings impact will likely differ from that projected.

CREDIT PORTFOLIO COMPOSITION

SELECTED STATISTICAL INFORMATION

The significant components of credit risk and the related ratios, presented on a reported basis, for the periods indicated are as follows:

(Dollars in millions)	March 31 2002	December 31 2001	September 30 2001	June 20
Loans outstanding	$ 152,126	$ 156,733	$ 164,251	$ 166,5
Average loans	154,942	160,150	165,416	169,1
Nonperforming loans	3,737	3,551	3,112	2,8
Other, including other real estate owned	197	137	116	
Nonperforming assets	3,934	3,688	3,228	2,9
Allowance for credit losses	4,520	4,528	4,479	4,2
Net charge-offs	663	717	566	5
Nonperforming assets to related assets	2.58%	2.35%	1.96%	1.
Allowance for credit losses/loans outstanding	2.97	2.89	2.73	2.
Allowance for credit losses/nonperforming loans	121	128	144	1
Net charge-offs/average loans	1.71	1.79	1.37	1.
Allowance for credit losses/net charge-offs	170	158	198	2

LOAN COMPOSITION

The Corporation's loan portfolios for the periods indicated are as follows:

	March 31, 2002		December 31, 2001		September 30, 2001		June
(Dollars in millions)	Amount	%/(1)/	Amount	%/(1)/	Amount	%/(1)/	Amou
Retail:							
Small business commercial	$ 9,992	5%	$ 9,947	5%	$ 9,966	4%	$ 9
Home equity	29,891	14	30,268	14	30,712	14	30
Vehicles:							
Loans	13,644	7	13,481	6	13,497	6	14
Leases	5,431	3	6,155	3	6,855	3	7
Other personal	8,604	4	9,779	4	9,941	5	10
Total Retail	67,562	33	69,630	32	70,971	32	72
Commercial Banking:							
Corporate Banking:							
Commercial and industrial	20,226	10	22,268	10	25,287	11	28
Commercial real estate	8,731	4	8,975	4	9,391	4	9
Lease financing	4,774	2	4,669	2	4,536	2	4

Other	975	-	731	-	1,279	-	
Total Corporate Banking	34,706	16	36,643	16	40,493	17	43
Middle Market:							
Commercial and industrial	29,515	14	31,076	14	32,325	15	32
Commercial real estate	3,516	2	3,472	2	3,233	1	2
Lease financing	1,156	1	1,053	1	1,049	1	
Other	141	-	294	-	300	-	
Total Middle Market	34,328	17	35,895	17	36,907	17	36
Total Commercial Banking	69,034	33	72,538	33	77,400	34	80
IMG and Corporate	8,134	4	7,779	4	7,480	3	7
Credit Card:							
On balance sheet	7,396	4	6,786	3	8,400	4	6
Securitized	57,393	26	61,369	28	58,353	27	56
Managed credit card/(2)/	64,789	30	68,155	31	66,753	31	63
Total managed	$ 209,519	100%	$ 218,102	100%	$ 222,604	100%	$ 223
Total reported	$ 152,126		$ 156,733		$ 164,251		$ 166

/(1)/ Percentages are determined as a percentage of total managed loans.
/(2)/ See page 28 for the detailed components of managed credit card loans.

Loans held for sale, which are carried at lower of cost or fair value, totaled $4.5 billion and $4.2 billion at March 31, 2002 and December 31, 2001, respectively. At March 31, 2002, loans held for sale included Commercial Banking loans of $165 million, of which approximately $66 million are included in nonperforming loans, and Credit Card and other Consumer loans of $4.3 billion.

Commercial and Industrial Loans

Commercial and industrial loans represent commercial loans other than commercial real estate. At March 31, 2002, commercial and industrial loans totaled $49.7 billion, which represents 72% of the Commercial Banking portfolio.

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The more significant borrower industry concentrations of the Commercial Banking commercial and industrial portfolio for the periods indicated are as follows:

	March 31, 2002		Dec
(Dollars in millions)	Outstanding	%/(1)/	Outsta
Wholesale trade	$ 4,066	8.2%	$
Oil and gas	3,474	7.0	
Industrial materials	3,140	6.3	
Consumer staples	2,851	5.7	
Metals and products	2,609	5.2	

/(1)/ Total outsanding by industry concentration as a percentage of total commercial and industrial loans.

Commercial Real Estate

Commercial real estate loans represent credit extended for real estate related purposes to borrowers or counterparties who are primarily in the real estate development or investment business and for which the ultimate repayment of the loan is dependent on the sale, lease, rental or refinancing of the property. At March 31, 2002, commercial real estate loans totaled $12.2 billion, which represents 18% of the Commercial Banking portfolio.

Commercial real estate lending is conducted in several lines of business with the majority of these loans originated by Corporate Banking primarily through its specialized National Commercial Real Estate Group. This group's focus is lending to targeted regional and national real estate developers, homebuilders and REITs/REOCs.

The commercial real estate loan portfolio by both collateral location and property type for the periods indicated are as follows:

(Dollars in millions)	March 31, 2002		December 3
By Collateral Location:	Amount	% of Portfolio	Amount
Illinois	$ 1,668	14%	$ 1,682
Michigan	1,361	11	1,348
Texas	1,048	8	1,004
California	985	8	960
Arizona	937	8	958
Ohio	835	7	839
Indiana	496	4	504
Louisiana	439	4	487
Kentucky	352	3	326
Colorado	322	3	356
Other areas	1,877	15	1,806
Unsecured	1,397	11	1,670
Secured by other than real estate	530	4	507
Total	$ 12,247	100%	$ 12,447
By Property Type:			
Retail	$ 1,862	15%	$ 1,913
Apartment	1,825	15	1,770
Office	1,730	14	1,804
REIT/diversified	1,312	11	1,297
Single family residential development	1,299	11	1,273
Industrial/warehouse	1,230	10	1,230
Hotels	486	4	625
Residential lots	420	3	472
Miscellancous commercial income producing	1,918	16	1,864
Miscellaneous residential developments	165	1	199
Total	$ 12,247	100%	$ 12,447

ASSET QUALITY

NONPERFORMING ASSETS

The Corporation places loans on nonaccrual status as follows:

- Retail consumer loans are placed on nonaccrual status when the collection of contractual principal or interest becomes 90 days past due.
- Commercial Banking and Retail small business commercial loans are placed on nonaccrual status when the collection of contractual principal or interest is decmed doubtful, or it becomes 90 days or more past due and is not both well-secured and in the process of collection.
- Credit card receivables are charged-off rather than placed on nonaccrual status.

The Corporation's nonperforming assets for the periods indicated are as follows:

(Dollars in millions)	March 31 2002	December 31 2001	September 30 2001	
Nonperforming Loans:				
Retail	$ 1,402	$ 1,344	$ 1,155	$
Commercial Banking:				
Corporate Banking	1,170	1,154	1,051	
Middle Market Banking	1,087	973	853	
Total Commercial Banking/(1)/	2,257	2,127	1,904	
IMG and Corporate	78	80	53	
Total	3,737	3,551	3,112	
Other, primarily other real estate owned	197	137	116	
Total nonperforming assets	$ 3,934	$ 3,688	$ 3,228	$
Nonperforming assets/related assets:	2.58%	2.35%	1.96%	
Loans 90-days or more past due and accruing interest:				
Credit Card	$ 100	$ 96	$ 114	$
Other	2	1	9	
Total	$ 102	$ 97	$ 123	$

/(1)/ Commercial Banking nonperforming loans at March 31, 2002 include $66 million of Loans Held for Sale.

The Corporation has experienced credit quality deterioration in a number of distinct Commercial Banking market segments, and although this deterioration has slowed in the first quarter of 2002 it is not expected to improve credit costs in the near term. The Corporation has established processes for identifying potential problem areas of the portfolio, which currently include exposure to leveraged lending and acquisition finance activities, healthcare, automotive parts and manufacturing, business finance and leasing, professional services, miscellaneous transportation services, telecommunications and selected utilities. The Corporation will continue to monitor and manage these potential risks.

Nonperforming loans within Retail at March 31, 2002 were $1.402 billion, an increase of $58 million from fourth quarter 2001. This increase was primarily driven by brokered home equity loans. Home equity loans are written down to net realizable value once a loan reaches 120 days delinquency. However, due to the nature of the timeline necessary to complete foreclosure and gain title, real estate loans remain in nonperforming status for an extended period.

CHARGE-OFFS

The Corporation records charge-offs as follows:

- Commercial loans are charged-off in the reporting period in which either an event occurs that confirms the existence of a loss or it is determined that a loan or a portion of a loan is uncollectible.
- A credit card loan is charged-off in the month it becomes contractually 180 days past due and remains unpaid at the end of that month, or 60 days after receipt of bankruptcy notification.
- Retail loans are generally charged-off following a delinquency period of 120 days, or within 60 days after receipt of notification in case of bankruptcy. Closed-end consumer loans, such as auto loans and leases and home mortgage loans, are typically written down to the extent of loss after considering the net realizable value of the collateral.

The timing and amount of the charge-off on consumer loans will depend on the type of loan, giving consideration to available collateral, as well as the circumstances giving rise to the delinquency. The Corporation adheres to uniform guidelines published by the FFIEC in charging off consumer loans.

The Corporation's net charge-offs by line of business for the periods indicated are as follows:

	March 31, 2002			December 31, 2001		
(Dollars in millions)	Net charge-offs	Average balance	Net charge-off rate	Net charge-offs	Average balance	Net charge-off rate
Retail/(1)/	$ 265	$ 69,228	1.53%	$ 268	$ 70,049	1.53%
Commercial Banking:						
Corporate Banking	163	36,040	1.81	164	38,065	1.72
Middle Market Banking	118	35,075	1.34	158	36,185	1.75
Total Commercial Banking	281	71,115	1.58	322	74,250	1.73
Credit Card	943	66,324	5.69	930	66,505	5.59
IMG and Corporate	20	7,382	-	14	7,493	-
Total-Managed	1,509	214,049	2.82%	1,534	218,297	2.81%

Securitized	(846)	(59,107)		(817)	(58,147)	
Total-Reported	$ 663	$ 154,942	1.71%	$ 717	$ 160,150	1.79%

	June 30, 2001		
	Net charge -offs	Average balance	Net charge-off rate
Retail/(1)/	$ 177	$ 72,679	0.97%
Commercial Banking:			
Corporate Banking	155	45,736	1.36
Middle Market Banking	84	36,995	0.91
Total Commercial Banking	239	82,731	1.16
Credit Card	962	63,179	6.09
IMG and Corporate	13	7,763	-
Total-Managed	1,391	226,352	2.46%
Securitized	(875)	(57,212)	
Total-Reported	$ 516	$ 169,140	1.22%

/(1)/ Quarter results exclude $1 million. $14 million, $14 million, $24 million and $40 million, respectively, of charge-offs which are not so classified in the Corporation's GAAP financials because they are part of a portfolio that has been accounted for as loans held at a discount. The inclusion of these amounts in charge-offs more accurately reflects the performance of the portfolio. In the Corporation's financial statements, these items result in a higher provision in excess of net charge-offs.

Managed net charge-offs decreased 2% during the first quarter of 2002 to $1.509 billion from the fourth quarter 2001, primarily reflecting lower charge-offs in the Commercial Banking portfolios, however, the managed net charge-off rate remained essentially unchanged.

LOAN SALES

A summary of the Corporation's Commercial Banking loan sales for the periods indicated are as follows:

(In millions)	March 31 2002	December 31 2001	September 30 2001	Jun
Loans Sold and Loans Transferred to Loans Held For Sale:/(1)/				

Nonperforming loans	$ 99	$ 18	$ 42	$
Other credit related loans	160	93	86	
Other loans	343	179	438	
Total	$ 602	$ 290	$ 566	$
Losses on Sale:				
Charge-offs:/(2)/				
Nonperforming loans	$ 48	$ 8	$ 11	$
Other credit related loans	19	18	22	
Total charge-offs	$ 67	$ 26	$ 33	$
Losses on other loans sold	4	12	18	
Total	$ 71	$ 38	$ 51	$

/(1)/ Includs loans transferred to Loans Held For Sale of approximately $66 million, $36 million and $20 million in nonperforming, other credit related loans and other loans, respectively.

/(2)/ Charge-offs on loans held for sale of approximately $17 million and $6 million are included in nonperforming and other credit related loans, respectively.

The Corporation sells Commercial Banking loans in the normal course of its business activities. These loans are subject to the Corporation's overall risk management practices and are one alternative the Corporation uses to manage credit risk. When a loan is sold, the gain or loss is evaluated to determine whether it resulted from credit deterioration or other conditions. Based upon this evaluation, the losses on other loans sold were deemed to be caused by other than credit deterioration. The sale of nonperforming and other credit related loans were primarily recorded as charge-offs as the losses on sale were attributable to credit deterioration.

ALLOWANCE FOR CREDIT LOSSES

The allowance for credit losses is maintained at a level that in Management's judgment is adequate to provide for estimated probable credit losses inherent in various on- and off-balance sheet financial instruments. This process includes deriving probable loss estimates that are based on historical loss ratios, portfolio stress testing and Management's judgment. The allowance is based on ranges of probable loss estimates and is intended to be adequate but not excessive.

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The change in the Corporation's allowance for credit losses for the periods indicated are as follows:

(in million)	March 31 2002	December 31 2001	September 30 2001	Jun
Balance, beginning of period	$ 4,528	$ 4,479	$ 4,229	$ 4,
Charge-offs:				
Retail:				
Small business commercial	18	29	24	

Home equity		138		131		91	
Vehicles:							
Loans		82		75		61	
Leases		34		33		31	
Other personal		41		39		39	
Total Retail		313		307		246	
Commercial Banking:							
Corporate Banking:							
Commercial and industrial		182		158		147	
Commercial real estate		2		8		1	
Lease financing		2		17		-	
Total Corporate Banking		186		183		148	
Middle Market:							
Commercial and industrial		126		165		96	
Commercial real estate		4		4		1	
Lease financing		5		19		11	
Total Middle Market		135		188		108	
Total Commercial Banking		321		371		256	
Credit Card		111		120		123	
IMG and Corporate		22		14		11	
Total charge-offs	$	767	$	812	$	636	$
Recoveries:							
Retail:							
Small business commercial	$	4	$	6	$	4	$
Home equity		8		6		7	
Vehicles:							
Loans		17		15		16	
Leases		4		7		6	
Other personal		15		5		4	
Total Retail		48		39		37	
Commercial Banking:							
Corporate Banking:							
Commercial and industrial		21		17		14	
Commercial real estate		2		2		3	
Lease financing		-		-		-	
Total Corporate Banking		23		19		17	
Middle Market:							
Commercial and industrial		14		24		8	
Commercial real estate		2		-		-	
Lease financing		1		6		1	
Total Middle Market		17		30		9	
Total Commercial Banking		40		49		26	
Credit Card		14		7		5	
IMG and Corporate		2		-		2	
Total recoveries	$	104	$	95	$	70	$
Net charge-offs:							
Retail	$	265	$	268	$	209	$
Commercial Banking		281		322		230	
Credit Card		97		113		118	
IMG and Corporate		20		14		9	

Total net charge-off	$ 663	$ 717	$ 566	$
Provision for credit losses	665	765	620	
Transfers	(10)	1	196	
Balance, end of year	$ 4,520	$ 4,528	$ 4,479	$ 4,

Composition of Allowance for Credit Losses

While the allowance for credit losses is available to absorb credit losses in the entire portfolio, allocations of the allowance for credit losses by line of business for the periods indicated are as follows:

	March 31 2002		December 31 2001		September 30 2001		
(Dollars in millions)	Amount	%	Amount	%	Amount	%	A
Retail	$ 1,028	23%	$ 1,027	23%	$ 979	22%	$
Commercial Banking:							
Corporate Banking	1,706	38	1,714	38	1,714	38	
Middle Market	1,365	30	1,365	30	1,364	30	
Total Commercial Banking	3,071	68	3,079	68	3,078	68	
Credit Card	396	9	396	8	397	9	
IMG and Corporate	25	-	26	1	25	1	
Total	$ 4,520	100%	$ 4,528	100%	$ 4,479	100%	$

DERIVATIVE FINANCIAL INSTRUMENTS

The Corporation uses a variety of derivative financial instruments in its trading activity, asset and liability management, and mortgage operations, as well as to manage certain currency translation exposures of foreign entities. These instruments include interest rate, currency, equity and commodity swaps, forwards, spot, futures, options, caps, floors, forward rate agreements, and other conditional or exchange contracts, and include both exchange-traded and over-the-counter contracts. A detailed discussion of accounting policies for trading and hedging derivative instruments is presented in the Corporation's 2001 Annual Report beginning on page 61.

INCOME RESULTING FROM DERIVATIVE FINANCIAL INSTRUMENTS

The Corporation uses interest rate derivative financial instruments in asset and liability management activities to reduce structural interest rate risk, and the volatility of pre-tax income (see Structural Interest Rate Risk Management section on page 18). Pre-tax income reflects the effective use of these derivatives. Without their use, pre-tax income for the three months ended March 31, 2002 and 2001, would have been lower by $5 million and $7 million, respectively.

For cash flow hedges, the effective portion of the change in fair value of the hedging derivative is recorded in Accumulated Other Adjustments to Stockholders Equity ("AOASE"), which is reclassified into earnings in a manner consistent with the earnings pattern of the underlying hedged instrument or transaction. At March 31, 2002, the total amount of such reclassification into earnings is projected to be a decrease in income of $193 million after-tax ($294 million pre-tax) over the next twelve months. These projections involve the use of currently forecasted interest rates over the next twelve months. These rates, and the resulting reclassifications into earnings, are subject to change.

The maximum length of time exposure to the variability of future cash flows for forecasted transactions hedged is 36 months. There were no events in 2002 with an effect on earnings from the discontinuance of cash flow hedges due to the determination that a forecasted transaction is no longer likely to occur.

CREDIT EXPOSURE RESULTING FROM DERIVATIVE FINANCIAL INSTRUMENTS

Credit exposure from derivative financial instruments arises from the risk of a counterparty default on the derivative contract. The amount of loss created by the default is the replacement cost or current fair value of the defaulted contract. The Corporation utilizes master netting agreements whenever possible to reduce its credit exposure from counterparty defaults. These agreements allow the netting of contracts with unrealized losses against contracts with unrealized gains to the same counterparty, in the event of a counterparty default.

The impact of these master netting agreements for the periods indicated are as follows:

(In millions)	March 31, 2002	December 31,
Gross replacement cost	$ 10,736	$ 12
Less: Adjustment due to master netting agreements	8,072	9
Balance sheet credit exposure	$ 2,664	$ 3

ASSET AND LIABILITY MANAGEMENT DERIVATIVES

Access to the derivatives market is an important element in maintaining the Corporation's desired interest rate risk position. In general, the assets and liabilities generated through ordinary business activities do not naturally create offsetting positions with respect to repricing, basis or maturity characteristics. Using derivative instruments, principally plain vanilla interest rate swaps (ALM swaps), interest rate sensitivity is adjusted to maintain the desired interest rate risk profile.

At March 31, 2002, the notional value of ALM interest rate swaps linked to specific assets, liabilities or forecasted transactions was as follows:

	Receive Fixed Pay Floating	Pay Fixed Receive Floating

(In millions)	Fair Value Hedge	Fair Value Hedge	Cash Flow Hedge
Interest rate swaps associated with:			
Interest-bearing assets	$ -	$ 50	$ 3,000
Interest-bearing liabilities	5,739	-	15,992
Total	$ 5,739	$ 50	$ 18,992

Interest rate swaps used to adjust the interest rate sensitivity of certain interest-bearing assets and liabilities will not need to be replaced at maturity, since the corresponding asset or liability will mature along with the interest rate swap. The notional amount of such swaps totaled $17.8 billion at March 31, 2002.

No non-derivative instruments are designated as a hedge.

LOAN SECURITIZATIONS AND OFF-BALANCE SHEET ACTIVITIES

LOAN SECURITIZATIONS

Investors in the beneficial interests of the securitized loans have no recourse against the Corporation if cash flows generated from the securitized loans are inadequate to service the obligations of the special purpose entity. To help ensure that adequate funds are available in the event of a shortfall, the Corporation is required to deposit funds into cash spread accounts if excess spread falls below certain minimum levels. Spread accounts are funded from excess spread that would normally be returned to the Corporation. In addition, various forms of other credit enhancements are provided to protect more senior investor interests from loss. Credit enhancements associated with credit card securitizations, such as cash collateral or spread accounts, totaled $141 million and $533 million at March 31, 2002 and 2001, respectively, and are classified on the balance sheet as other assets.

For further discussion of Bank One's loan securitization process and other related disclosures, see pages 64-65 and 81-82 of the Corporation's 2001 Annual Report.

The Corporation's managed credit card loans are comprised of the following:

(In millions)	March 31, 2002
Owned credit card loans-held in portfolio	$ 4,777
Owned credit card loans-held for future securitization	2,619
Seller's interest in credit card loans (investment securities)	22,343
Total credit card loans and seller's interest reflected on balance sheet	29,739
Securities sold to investors and removed from balance sheet	35,050
Managed credit card loans	$ 64,789

At March 31, 2002, the estimated fair values of seller's interest and interest-only strip from credit card securitizations were $22.2 billion and $184 million, respectively.

For analytical purposes only, income statement line items adjusted for the net impact of securitization of credit card receivables for the periods indicated are as follows:

	Three Months Ended March 31, 2002			Three
(Dollars in millions)	Reported	Credit Card Securitizations	Managed	Reported
Net interest income-FTE basis	$ 2,235	$ 1,304	$ 3,539	$ 2,218
Provision for credit losses	665	846	1,511	585
Noninterest income	1,952	(458)	1,494	1,607
Noninterest expense	2,345	-	2,345	2,236
Net income	787	-	787	679
Total average loans	$ 154,942	$ 59,107	$ 214,049	$ 173,677
Total average earning assets	231,815	36,590	268,405	242,338
Total average assets	263,354	36,590	299,944	269,514
Net interest margin	3.91%	14.45%	5.35%	3.71%
Credit Card delinquency ratios:				
30+ days	2.99%	4.43%	4.27%	2.56%
90+ days	1.36	2.04	1.96	1.13
Net credit card charge-off ratio	5.38	5.73	5.69	5.65

OTHER OFF-BALANCE SHEET ACTIVITIES

In the normal course of business, the Corporation is a party to a number of activities that contain credit, market and operational risk that are not reflected in whole or in part in the Corporation's consolidated financial statements. Such activities include: traditional off-balance sheet credit-related financial instruments; commitments under capital and operating leases and long-term debt; credit enhancement associated with asset-backed securities business; and joint venture activities.

The Corporation provides customers with off-balance sheet credit support through loan commitments, standby letters of credit and guarantees, as well as commercial letters of credit. Summarized credit-related financial instruments at March 31, 2002 are as follows:

		Amount of Commitment Expi	
(In billions)	Total	Less Than 1 Year	1-3 Years
Unused credit card lines	$ 309.4	$ 309.4	$ -
Unused loan commitments	136.0	100.2	21.9
Standby letters of credit and foreign office guarantees	19.4	10.9	5.8
Commercial letters of credit	0.6	0.6	-

Since many of the unused commitments are expected to expire unused or be only partially used, the total amount of unused commitments in the preceding table does not necessarily represent future cash requirements.

In addition to owned banking facilities, the Corporation has entered into a number of long-term leasing arrangements to support the ongoing activities of the Corporation. The required payments under such commitments and long-term debt at March 31, 2002 are as follows:

(In millions)	2002	2003	2004	2005	2006
Operating leases	$ 183	$ 240	$ 208	$ 169	$ 152
Trust preferred capital securities	-	-	-	-	-
Long-term debt, including capital leases	6,447	7,684	6,006	5,135	6,927
Total	$ 6,630	$ 7,924	$ 6,214	$ 5,304	$ 7,079

The Corporation assists its customers in obtaining sources of liquidity, by structuring financing transactions to sell customer's trade receivables or other financial assets to specialized financing entities that issue commercial paper. The Corporation provides liquidity facilities and subordinated loans to the specialized financing entity, which totaled $37.9 billion and $1.1 billion, respectively, at March 31, 2002.

In addition to customer financing transactions, these specialized financing entities fund, through the issuance of asset-backed commercial paper, other selected portfolios of marketable investments that are not reflected on the Corporation's balance sheet. Off-balance sheet liquidity lines provided by the Corporation associated with these transactions were $2.9 billion at March 31, 2002.

The Corporation also provides liquidity lines to commercial paper issuing specialized financing entities not sponsored by Bank One, which approximated $1.8 billion at March 31, 2002.

The Corporation is a participant in several operating joint venture initiatives where the Corporation has a majority equity interest in the entity; however, based on the terms of the joint venture arrangement, the ventures are jointly controlled and managed. The Corporation consolidated two joint ventures beginning the first quarter of 2002 as Management has exerted additional influence over these joint ventures. These consolidations did not have a net impact to the Corporation's consolidated net income. The Corporation's investment in the remaining joint ventures totaled $263 million at March 31, 2002.

CAPITAL MANAGEMENT

ECONOMIC CAPITAL

An important aspect of risk management and performance measurement is the ability to evaluate the risk and return of a business unit, product or customer consistently across all lines of business. The Corporation's economic capital framework facilitates this standard measure of risk and return. Business units are assigned capital consistent with the underlying risks of their product set, customer base and delivery channels. For a more detailed discussion of Bank One's economic capital framework, see page 67 of the Corporation's 2001 Annual Report.

SELECTED CAPITAL RATIOS

The Corporation aims to maintain regulatory capital ratios, including those of the principal banking subsidiaries, in excess of the well-capitalized guidelines under federal banking regulations. The Corporation maintains a well-capitalized regulatory position. The tangible common equity to tangible managed assets ratio is also monitored. This ratio adds securitized credit card loans to reported total assets and is calculated net of total intangible assets.

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The Corporation's capital ratios follow:

	March 31 2002	December 31 2001	September 30 2001	June 2
Risk-based capital ratios:				
Tier 1	9.0%	8.6%	8.4%	
Total	12.7	12.2	11.7	1
Common equity/managed assets	7.0	6.6	6.5	
Tangible common equity/tangible managed assets	6.2	5.9	5.8	
Double leverage ratio	103	103	102	
Dividend payout ratio	31	38	35	

The components of the Corporation's regulatory risk-based capital and risk-weighted assets are as follows:

(In millions)	March 31 2002	December 31 2001	September 3 200
Regulatory risk-based capital:			
Tier 1 capital	$ 22,513	$ 21,749	$ 21,330
Tier 2 capital	9,115	9,091	8,547
Total capital	31,628	30,840	29,877
Total risk weighted assets	$ 249,128	$ 253,330	$ 254,94

In deriving Tier 1 and total capital, goodwill and other nonqualifying intangible assets are deducted for the periods indicated:

(In millions)	March 31 2002	December 31 2001	September 3 200
Goodwill	$ 1,840	$ 1,560	$ 1,57
Other nonqualifying intangibles	251	207	28
Subtotal	2,091	1,767	1,86
Qualifying intangibles	422	414	44
Total intangibles	$ 2,513	$ 2,181	$ 2,30

Goodwill and other intangibles increased in the first quarter 2002 primarily due to the consolidation of Paymentech.

In November 2001, the U.S. banking regulators revised the risk based capital rules for the treatment of recourse arrangements, direct credit substitutes, asset and mortgage backed securities, and residual interest in securization structures. Certain provisions of these rules became effective in the first quarter 2002, and the March 31, 2002 ratio includes the impact of these changes. The Corporation will implement the remaining provisions of these rules beginning December 31, 2002, when they become effective, and does not anticipate that the remaining new rules will have a material impact on the Corporation's risk based capital ratios.

In the second quarter of 2002, the Corporation will implement the U.S. banking regulators risk based capital rules related to the treatment of certain equity investments made in nonfinancial companies, which were issued in January 2002. Additionally, in April 2002, the U.S. banking regulators revised the risk based capital rules to reduce the risk-weight applied to certain claims on, or guarantees by, qualifying securities firms from 100% to 20%. This rule is effective in the third quarter of 2002 with early adoption permissible. The Corporation plans to adopt these rules in the second quarter of 2002. It is anticipated the implementation of these rules will not have a material impact on the Corporation's risk based capital ratios.

DIVIDEND POLICY

The Corporation's common stock dividend policy reflects its earnings outlooks, desired payout ratios, the need to maintain an adequate capital level and alternative investment opportunities. The common stock dividend payout ratio is targeted in the range of 25%-30% of earnings over time. On January 15, 2002, the Corporation declared its quarterly common cash dividend of 21 cents per share, payable on April 1, 2002.

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DOUBLE LEVERAGE

Double leverage is the extent to which the Corporation's resources are used to finance investments in subsidiaries. Double leverage was 103% at March 31, 2002 and December 31, 2001. Trust Preferred Capital Securities of $3.315 billion at March 31,2002 and December 31, 2001 were included in capital for purposes of this calculation.

STOCK REPURCHASE PROGRAM

On September 17, 2001, the Corporation's Board of Directors approved the repurchase of up to $500 million of the Corporation's common stock. This buyback is part of the remaining 28.4 million share buyback program authorized in May 1999. The timing of the purchases and the exact number of shares to be repurchased will depend on market conditions. The share repurchase program does not include specific price targets or timetables and may be suspended at any time. The Corporation did not repurchase any shares under this program in the first quarter of 2002.

FORWARD-LOOKING STATEMENTS

Management's Discussion and Analysis included herein contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, Bank One may make or approve certain statements in future filings with the Securities and Exchange Commission, in press releases, and in oral and written statements made by or with Bank One's approval that are not statements of historical fact and may constitute forward-looking statements. Forward-looking statements may relate to, without limitation, Bank One's financial condition, results of operations, plans, objectives, future performance or business.

Words such as "believes", "anticipates", "expects", "intends", "plans", "estimates", "targeted" and similar expressions are intended to identify forward-looking statements but are not the only means to identify these statements.

Forward-looking statements involve risks and uncertainties. Actual conditions, events or results may differ materially from those contemplated by a forward-looking statement. Factors that could cause this difference-many of which are beyond Bank One's control-include the following, without limitation:

.. Local, regional and international business or economic conditions may differ from those expected.

.. The effects of and changes in trade, monetary and fiscal policies and laws, including the Federal Reserve Board's interest rate policies, may adversely affect Bank One's business.

.. The timely development and acceptance of new products and services may be different than anticipated.

.. Technological changes instituted by Bank One and by persons who may affect Bank One's business may be more difficult to accomplish or more expensive than anticipated or may have unforeseen consequences.

.. Acquisitions and integration of acquired businesses may be more difficult or expensive than expected.

.. The ability to increase market share and control expenses may be more difficult than anticipated.

.. Competitive pressures among financial services companies may increase significantly.

.. Changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) may adversely affect Bank One or its business.

.. Changes in accounting policies and practices, as may be adopted by regulatory agencies and the Financial Accounting Standards Board, may affect expected financial reporting.

.. The costs, effects and outcomes of litigation may adversely affect Bank One or its business.

.. Bank One may not manage the risks involved in the foregoing as well as anticipated.

Forward-looking statements speak only as of the date they are made. Bank One undertakes no obligation to update any forward-looking statement to reflect subsequent circumstances or events.

CONSOLIDATED BALANCE SHEETS
BANK ONE CORPORATION AND SUBSIDIARIES

(Dollars in millions)	March 31 2002	December 31 2001	Mar
Assets			
Cash and due from banks	$ 12,683	$ 17,383	$ 15
Interest-bearing due from banks	1,532	1,030	1
Federal funds sold and securities under resale agreements	9,211	9,347	11
Trading assets	6,974	6,167	5
Derivative product assets	2,664	3,225	3
Investment securities	58,657	60,883	52
Loans	152,126	156,733	171
Allowance for credit losses	(4,520)	(4,528)	(4
Loans, net	147,606	152,205	167
Other assets	23,620	18,714	16
Total assets	$ 262,947	$ 268,954	$ 274
Liabilities			
Deposits:			
Demand	$ 29,098	$ 32,179	$ 29
Savings	80,149	80,599	63
Time:			
Under $ 100,000	19,766	20,106	24
$100,000 and over	16,462	18,071	21
Foreign offices	13,328	16,575	24
Total deposits	158,803	167,530	163
Federal funds purchased and securities sold under repurchase agreements	15,154	13,728	14
Other short-term borrowings	5,503	10,255	16
Long-term debt	40,879	40,103	39
Guaranteed preferred beneficial interest in the Corporation's junior subordinated debt	3,315	3,315	2
Derivative product liabilities	2,071	2,574	3
Other liabilities	16,309	11,223	14
Total liabilities	242,034	248,728	255
Stockholders' Equity			
Preferred stock	-	-	
Common stock ($0.01 par value; authorized 4,000,000,000 at 3/31/02 and 12/31/01 and 2,500,000,000 at 3/31/01; issued 1,181,382,304)	12	12	
Surplus	10,239	10,311	10
Retained earnings	11,250	10,707	9
Accumulated other adjustments to stockholders' equity	(46)	(65)	
Deferred compensation	(217)	(121)	
Treasury stock, at cost (7,624,025, 14,415,873, and 16,051,793 shares, respectively)	(325)	(618)	

Total stockholders' equity	20,913	20,226	19
Total liabilities and stockholders' equity	$ 262,947	$ 268,954	$ 274

The accompanying notes are an integral part of this statement

CONSOLIDATED INCOME STATEMENTS
BANK ONE CORPORATION AND SUBSIDIARIES

Three Months Ended March 31	2002	2
(In millions, except per share data)		
Net Interest Income:		
Interest income	$ 3,540	$ 4,9
Interest expense	1,340	2,7
Total net interest income	2,200	2,1
Noninterest Income:		
Banking fees and commissions	445	4
Credit card revenue	906	5
Service charges on deposits	393	3
Fiduciary and investment management fees	189	1
Investment securities losses	(18)	(
Trading	16	
Other income	21	1
Total noninterest income	1,952	1,6
Total revenue, net of interest expense	4,152	3,7
Provision for credit losses	665	5
Noninterest Expense:		
Salaries and employee benefits	1,096	1,0
Occupancy	158	1
Equipment	103	1
Outside service fees and processing	300	2
Marketing and development	258	2
Telecommunication	101	1
Other intangible amortization	33	
Goodwill amortization	-	
Other expense	296	3
Total noninterest expense	2,345	2,2
Income before income taxes	1,142	9
Applicable income taxes	355	2
Net income	$ 787	$ 6
Net income attributable to common stockholders' equity	$ 787	$ 6

Earnings per share:		
Basic	$ 0.67	$ 0.
Dilluted	$ 0.67	$ 0.

The accompanying notes are an integral part of this statement.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
BANK ONE CORPORATION AND SUBSIDIARIES

(In millions)	Preferred Stock	Common Stock	Surplus	Retained Earnings	Accumulated Other Adjustments to Stockholders' Equity	Com
Balance-December 31, 2000	$ 190	$ 12	$ 10,487	$ 9,060	$ (5)	$
Net income				679		
Change in fair value, investment securities-available for sale, net of taxes					47	
Change in fair value of cash-flow hedge derivative securities, net of taxes					(149)	
Translation loss, net of hedge results and taxes					2	
Net income and changes in accumulated other adjustments to stockholders' equity				679	(100)	
Cash dividends declared:						
Common stock				(245)		
Preferred stock				(3)		
Issuance of common stock			(93)			
Awards granted, net of forfeitures and amortization						
Balance-March 31, 2001	$ 190	$ 12	$ 10,394	$ 9,491	$ (105)	$
Balance-December 31, 2001	$ -	$ 12	$ 10,311	$ 10,707	$ (65)	$
Net income				787		
Change in fair value, investment securities-available for sale, net of taxes					(118)	
Change in fair value of cash-flow hedge derivative securities, net of taxes					137	
Net income and changes in accumulated other adjustments						

to stockholders' equity				787	19	
Cash dividends declared on						
Common stock				(244)		
Issuance of common stock			(88)			
Awards granted, net of						
forfeitures and amortization						
Other			16			
Balance-March 31, 2002	$ -	$ 12	$ 10,239	$ 11,250	$ (46)	$

The accompanying notes are an integral part of this statement.

Consolidated Statements of Cash Flows
Bank One Corporation and Subsidiaries

Three Months Ended March 31	2002	2001
(In millions)		
Cash Flows from Operating Activities:		
Net Income	$ 787	$ 679
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	129	135
Provision for credit losses	665	585
Investment securities losses, net	18	96
Net increase in net derivative product assets	(14)	(140)
Net increase in trading assets	(805)	(2,401)
Net increase in other assets	(4,111)	(353)
Net increase in other liabilities	4,349	4,020
Other operating adjustments	114	(99)
Net cash provided by operating activities	1,132	2,522
Cash Flows from Investing Activities:		
Net (increase) decrease in federal funds sold and securities under resale agreements	135	(6,396)
Securities available for sale:		
Purchases	(10,486)	(16,967)
Maturities	1,486	7,585
Sales	10,253	2,308
Credit card receivables securitized	-	3,131
Net decrease in loans	5,536	3,770
Loan recoveries	104	97
Additions to premises and equipment	(93)	-
Proceeds from sales of premises and equipment	16	-
All other investing activities, net	(993)	7
Net cash provided by (used in) investing activities	5,958	(6,465)
Cash Flows from Financing Activities:		
Net decrease in deposits	(8,723)	(3,524)
Net increase in federal funds purchased and securities under repurchase agreements	1,426	2,668
Net decrease in other short-term borrowings	(4,745)	(1,033)
Proceeds from issuance of long-term debt	3,227	3,818

Repayment of long-term debt	(2,354)	(3,254)
Cash dividends paid	(245)	(247)
Proceeds from issuance of trust preferred capital securities	-	300
Proceeds from issuance of common and treasury stock	97	80
All other financing activities, net	14	4
Net cash used in financing activities	(11,303)	(1,188)
Effect of exchange rate changes on cash and cash equivalents	15	3
Net Decrease in Cash and Cash Equivalents	(4,198)	(5,128)
Cash and Cash Equivalents at Beginning of Period	18,413	22,501
Cash and Cash Equivalents at End of Period	$ 14,215	$ 17,373

The accompanying notes are an integral part of this statement.

Notes to Consolidated Financial Statements
Bank One Corporation and Subsidiaries

NOTE 1-SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidated financial statements of Bank One have been prepared in conformity with generally accepted accounting principles, and certain prior-quarter financial statement information has been reclassified to conform to the current quarter presentation. The preparation of the consolidated financial statements require Management to make estimates and assumptions that affect the amounts reported and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

Although the interim amounts are unaudited, they do reflect all adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations for the interim periods. All such adjustments are of a normal, recurring nature. Because the results from commercial banking operations are so closely related and responsive to changes in economic conditions, fiscal policy and monetary policy, and because the results for the investment securities and trading portfolios are largely market-driven, the results for any interim period are not necessarily indicative of the results that can be expected for the entire year.

These financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Corporation's 2001 Annual Report.

NOTE 2-NEW AND PENDING ACCOUNTING PRONOUNCEMENTS

Business Combinations and Goodwill and Other Intangible Assets

Effective January 1, 2002, the Corporation adopted SFAS No. 142, "Goodwill and Other Intangible Assets" (SFAS No. 142") resulting in no goodwill impairment. In accordance with the new standard, goodwill and intangible assets with indefinite lives are no longer amortized, but are subject to impairment tests at least annually. Intangible assets with finite lives continue to be amortized over the period the Corporation expects to benefit from such assets and are periodically reviewed for other than temporary impairment.

NOTE 3-EARNINGS PER SHARE

Basic EPS is computed by dividing income available to common stockholders by the average number of common shares outstanding for the period. Except when the effect would be antidilutive, the diluted EPS calculation includes shares that could be issued under outstanding stock options and the employee stock purchase plan, and common shares that would result from the conversion of convertible preferred stock.

Three Months Ended March 31	2002	2001
(In millions except per share data)		
Net income	$ 787	$ 679
Preferred stock dividends	-	(3)
Net income available to common stockholders for basic and diluted EPS	$ 787	$ 676
Average shares outstanding	1,170	1,163
Stock options	9	10
Average shares outstanding assuming full dilution	1,179	1,173
Earnings per share:		
Basic	$ 0.67	$ 0.58
Diluted	$ 0.67	$ 0.58

NOTE 4-RESTRUCTURING-RELATED CHARGES

a) Fourth Quarter 2001 Restructuring-Related Charges

The Corporation recorded restructuring-related charges in the fourth quarter of 2001 for additional real estate and severance costs to accomplish more rapid expense reductions, accelerated systems conversions and other consolidations. Summarized below are the details of these restructuring-related charges:

(in millions)	Personnel-Related Costs	Contractual Obligations and Asset Writedowns	Total
December 31, 2001 Reserve Balance	$ 76	$ 278	$ 354
Amounts utilized	(2)	(134)	(136)
March 31, 2002 Reserve Balance	$ 74	$ 144	$ 218

Personnel-related costs consisted primarily of severance costs related to identified staff reductions in the lines of business totaling approximately 6,900 positions. Contractual obligations included the estimated costs associated with the lease and other contract termination costs incorporated in the business restructuring plans. Asset writedowns included leasehold write-offs related to leased properties following the decision to abandon such facilities, as well as in the case of fixed assets and capitalized software for which similar decisions were made. Actions under this overall restructuring plan are expected to be completed by December 31, 2002. Certain contractual payments associated with these actions, as required, will extend beyond this time frame.

b) Second Quarter 2000 Restructuring-Related Charges

Actions under this restructuring plan have been completed, with only payments of identified obligations remaining, which consist primarily of lease obligations. Unpaid amounts totaled $53 million as of March 31, 2002 and will be paid as required over the remaining contractual period.

NOTE 5-BUSINESS SEGMENTS

The information presented on page 3 is consistent with the content of business segment data provided to the Corporation's management, which does not use product group revenues to assess consolidated results. Aside from investment management and insurance products, product offerings are tailored to specific customer segments. As a result, the aggregation of product revenues and related profit measures across lines of business is not available.

Aside from the United States, no single country or geographic region generates a significant portion of the Corporation's revenues or assets. In addition, there are no single customer concentrations of revenue or profitability.

For additional disclosures regarding the Corporation's operating segments see the "Business Segment Results and Other Data" section beginning on page 3. The data presented in tables beginning with the section entitled "Financial Performance" in the "Retail" through "Corporate" segments on page 3-15 are included for analytical purposes only.

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NOTE 6-INTEREST INCOME AND INTEREST EXPENSE

Details of interest income and expense are as follows:

Three Months Ended March 31	2002	2001
(In millions)		
Interest Income		
Loans, including fees	$ 2,569	$ 3,802
Bank balances	15	70
Federal funds sold and securities under resale agreements	43	115
Trading assets	60	83
Investment securities	853	851
Total	3,540	4,921
Interest Expense		
Deposits	724	1,520
Federal funds purchased and securities sold under repurchase agreements	62	231
Other short-term borrowings	40	283
Long-term debt	514	702
Total	1,340	2,736
Net Interest Income	2,200	2,185

Provision for credit losses	665	585
Net Interest Income After Provision for Credit Losses	$ 1,535	$ 1,600

Note 7-Fair Value of Financial Instruments

The carrying values and estimated fair values of financial instruments as of March 31, 2002 have not materially changed on a relative basis from the carrying values and estimated fair values of financial instruments disclosed as of December 31, 2001.

Note 8-Guaranteed Preferred Beneficial Interest in the Corporation's Junior Subordinated Debt

At March 31, 2002 the Corporation sponsored ten trusts with a total aggregate issuance of $3.315 billion in trust preferred securities as follows:

	Trust Preferred		
(Dollars in millions)	Issuance Date	Initial Liquidation Value	Distribution Rate
Capital VI	September 28, 2001	$ 525	7.20%
Capital V	January 30, 2001	300	8.00%
Capital IV	August 30, 2000	160	3-mo LIBOR plus 1.50%
Capital III	August 30, 2000	475	8.75%
Capital II	August 8, 2000	280	8.50%
Capital I	September 20, 1999	575	8.00%
First Chicago NBD Capital I	January 31, 1997	250	3-mo LIBOR plus 0.55%
First USA Capital Trust I/(2)/	December 20, 1996	200	9.33%
First Chicago NBD Institutional Capital A	December 3, 1996	500	7.95%
First Chicago NBD Institutional Capital B	December 5, 1996	250	7.75%

Junior Subordinated Debt Owned by Trust		
Initial Principal Amount	Maturity	Redeemable Beginning
$ 541.2	October 12, 2031	October 15, 2006
309.3	January 30, 2031	January 30, 2006
164.9	September 1, 2030	September 1, 2005
489.7	September 1, 2030	See/(1)/ below
288.7	August 15, 2030	August 15, 2005
593.0	September 12, 2029	September 20, 2004
258.0	February 1, 2027	February 1, 2007
206.2	January 15, 2027	January 15, 2007

515.0	December 1, 2026	December 1, 2006
258.0	December 1, 2026	December 1, 2006

/(1)/ Redeemable at any time subject to approval by the Federal Reserve Board.
/(2)/ The Corporation paid a premium of $36 million to repurchase $193 million of these securities in 1997.

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These trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment. Distributions on these securities are included in interest expense on long-term debt. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds thereof in junior subordinated debentures of the Corporation, the sole asset of each trust. The preferred trust securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the junior subordinated debentures held by the trust. The common securities of each trust are wholly-owned by the Corporation. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon the Corporation making payment on the related junior subordinated debentures. The Corporation's obligations under the junior subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by the Corporation of each respective trust's obligations under the trust securities issued by such trust

Note 9-Supplemental Disclosures for Accumulated Other Adjustments to Stockholders' Equity

Accumulated other adjustments to stockholders' equity are as follows:

Three Months Ended March 31	2002	2001
(In millions)		
Fair value adjustment on investment securities-available for sale		
Balance, beginning of period	$ 78	$ (15)
Change in fair value, net of taxes of $(55) and $28 for the three months ended March 31, 2002 and 2001, respectively	(95)	48
Reclassification adjustment, net of taxes of $(13) and $0, for the three months ended March 31, 2002 and 2001, respectively	(23)	(1)
Balance, end-of-period	(40)	32
Fair value adjustment on derivative instruments-cash flow type hedges:		
Balance, beginning of period	(146)	-
Transition adjustment at January 1, 2001, net of taxes of $(56)	-	(98)
Net change in fair value associated with current period hedging activities, net of taxes of $49 and $(35) for the three months ended March 31, 2002 and 2001, respectively	82	(62)
Net reclassification into earnings, net of taxes of $29		

and $6 for the three months ended March 31, 2002 and 2001, respectively	55	11
Balance, end-of-period	(9)	(149)
Accumulated translation adjustment:		
Balance, beginning of period	3	10
Translation gain, net of hedge results and taxes	-	2
Balance end-of-period	3	12
Total accumulated other adjustments to stockholders' equity	$ (46)	$ (105)

Note 10-Contingent Liabilities

The Corporation and certain of its subsidiaries have been named as defendants in various legal proceedings, including certain class actions, arising out of the normal course of business or operations. In certain of these proceedings, which are based on alleged violations of consumer protection, securities, banking, insurance and other laws, rules or principles, substantial money damages are asserted against the Corporation and its subsidiaries. Since the Corporation and certain of its subsidiaries, which are regulated by one or more federal and state regulatory authorities, are the subject of numerous examinations and reviews by such authorities, the Corporation also is and will be, from time to time, normally engaged in various disagreements with regulators, related primarily to its financial services businesses. The Corporation has also received certain tax deficiency assessments. In view of the inherent difficulty of predicting the outcome of such matters, the Corporation cannot state what the eventual outcome of pending matters will be; however, based on current knowledge and after consultation with counsel, Management does not believe that liabilities arising from these matters, if any, will have a material adverse effect on the consolidated financial position of the Corporation.

Note 11-Investment Securities

The summary of the Corporation's investment portfolio follows:

March 31, 2002	Amortized Cost	Gross Unrealized Gains	Gross Unre
(In millions)			
U.S. Treasury	$ 1,561	$ 18	$
U.S. government agecies	24,609	41	
States and political subdivisions	1,205	25	
Interests in credit card securitized receivables	22,297	96	
Other debt securities	3,421	19	
Equity securities/(1)/	4,068	5	
Total available for sale securities	$ 57,161	$ 204	$
Principal and other investments/(2)/			

Total investment securities

/(1)/ The fair values of certain securities for which market quotations were not available were estimated.
/(2)/ The fair values of certain securities reflect liquidity and other market-related factors, and includes investments accounted for at fair value consistent with specialized industry practice.

For the three months ended March 31, 2002, gross recognized gains and losses on the sale of investment securities were $150 million and $167 million, respectively. For the three months ended March 31, 2001, gross recognized gains and losses on the sale of investment securities were $126 million and $222 million, respectively.

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SELECTED STATISTICAL INFORMATION
BANK ONE CORPORATION AND SUBSIDIARIES

Average Balances/Net Interest Margin/Rates

	March 31, 2002			December 3	
(Dollars in millions)	Average Balance	Interest	Average Rate	Average Balance	Intere
Assets					
Short-term investments	$ 12,560	$ 58	1.87%	$ 14,442	$
Trading assets/(1)/	6,239	60	3.90	6,487	
Investment securities:/(1)/					
U.S. government and federal agency	25,883	352	5.52	23,317	
States and political subdivisions	1,287	23	7.25	1,327	
Other	30,904	501	6.57	29,201	
Total investment securities	58,074	876	6.12	53,845	
Loans/(1)/	154,942	2,581	6.76	160,150	2,
Total earning assets/(2)/	231,815	3,575	6.25	234,924	3,
Allowance for credit losses	(4,563)			(4,516)	
Other assets-nonearning	36,102			36,348	
Total assets	$ 263,354			$ 266,756	
Liabilities and Stockholders' Equity					
Deposits - interest-bearing:					
Savings	$ 12,731	$ 43	1.37%	$ 15,509	$
Money market	70,387	168	0.97	60,333	2
Time	37,387	445	4.83	39,456	5
Foreign offices/(3)/	14,064	68	1.96	17,979	1
Total deposits-interest-bearing	134,569	724	2.18	133,277	9
Federal funds purchased and securities under repurchase agreements	14,531	62	1.73	15,611	
Other short-term borrowings	7,376	40	2.20	9,657	
Long-term debt/(4)/	43,022	514	4.85	44,282	5

Total interest-bearing liabilities	199,498	1,340	2.72	202,827	1,5
Demand deposits	29,165			29,983	
Other liabilities	13,828			13,443	
Preferred stock	-			64	
Common stockholders' equity	20,863			20,439	
Total liabilities and equity	$ 263,354			$ 266.756	
Interest income/earning assets		$ 3,575	6.25%		$ 3,8
Interest expense/earning assets		1,340	2.34		1,5
Net interest income/margin		$ 2,235	3.91%		$ 2,2

/(1)/ Includes tax-equivalent adjustments based on federal income tax rate of 35%.
/(2)/ Nonperforming loans are included in average balances used to determine average rate.
/(3)/ Includes international banking facilities' deposit balances in domestic offices and balances of Edge Act and oversees offices.
/(4)/ Includes trust preferred capital securities.

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September 30, 2001			June 30, 2001			March 31,	
Average Balance	Interest	Average Rates	Average Balance	Interest	Average Rate	Average Balance	Interest
$ 12,704	$ 117	3.65%	$ 15,050	$ 172	4.58%	$ 12,221	$ 185
6,982	78	4.43	7,276	85	4.69	5,703	83
21,655	312	5.72	20,013	282	5.65	19,327	274
1,303	25	7.61	1,265	23	7.29	1,269	24
27,292	473	6.88	26,227	445	6.81	30.141	572
50,250	810	6.40	47,505	750	6.33	50,737	870
165,416	3,204	7.68	169,140	3,408	8.08	173,677	3,816
235,352	4,209	7.10	238,971	4,415	7.41	242,338	4,954
(4,499)			(4,255)			(4,216)	
34,993			33,543			31,392	
$ 265,846			$ 268,259			$ 269,514	
$ 14,969	$ 42	1.11%	$ 15,888	$ 45	1.14%	$ 15,491	$ 51
53,189	305	2.28	48,914	330	2.71	47,006	384
42,891	621	5.74	45,649	688	6.05	47,267	743
21,817	195	3.55	22,782	249	4.38	24,081	342
132,866	1,163	3.47	133,233	1,312	3.95	133,845	1,520
17,038	145	3.38	16,890	177	4.20	17,129	231
11,217	113	4.00	15,024	198	5.29	18,252	283
42,862	595	5.51	42,191	643	6.11	41,781	702

203,983	2,016	3.92	207,338	2,330	4.51	211,007	2,736
28,576			28,575			26,827	
13,203			13,039			12,675	
190			190			190	
19,894			19,117			18,815	
$ 265,846			$ 268,259			$ 269,514	
	$ 4,209	7.10%		$ 4,415	7.41%		$ 4,954
	2,016	3.40		2,330	3.91		2,736
	$ 2,193	3.70%		$ 2,085	3.50%		$ 2,218

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FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2002

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________ to ______________

Commission file number 001-15323

BANK ONE CORPORATION
(exact name of registrant as specified in its charter)

DELAWARE 31-0738296
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

1 BANK ONE PLAZA CHICAGO, ILLINOIS 60670
(Address of principal executive offices) (Zip Code)

312-732-4000
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of April 30, 2002.

Class	Number of Shares Outstanding
Common Stock $0.01 par value	1,174,761,865

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Form 10-Q Cross-Reference Index

PART I-FINANCIAL INFORMATION

ITEM 1. Financial Statements

PART II-OTHER INFORMATION

PART II-OTHER INFORMATION

ITEM 1. Legal Proceedings

None

ITEM 2. Changes in Securities and Use of Proceeds

None

ITEM 3. Defaults Upon Senior Securities

Not applicable

ITEM 4. Submission of Matters to a Vote of Security Holders

None

ITEM 5. Other Information

None

ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibit 12-Statement re computation of ratios.

(b) The Registrant filed the following Current Reports on Form 8-K during the quarter ended March 31, 2002.

Date Item Reported

Date	Document Description
January 16, 2002	Registrant's January 16, 2002 news release announcing its 2001 fourth quarter earnings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BANK ONE CORPORATION

Date May 15, 2002

/s/ James Dimon

James Dimon
Principal Executive Officer

Date May 15, 2002

/s/ Charles W. Scharf

Charles W. Scharf
Principal Financial Officer

Date May 15, 2002

/s/ Melissa J. Moore

Melissa J. Moore
Principal Accounting Officer

BANK ONE CORPORATION

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
12	-Statement re computation of ratios.