

MCHENRY DONALD F  
Form 4  
April 03, 2003

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

— Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>McHenry Donald F.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>FleetBoston Financial Corporation (FBF)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>04/01/03</b>				7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
5. If Amendment, Date of Original (Month/Day/Year)								
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
7. Nature of Ownership (Instr. 4)								
8. Date of Acquisition or Disposition (Instr. 3 & 4)								
9. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)								
10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)								
11. Title of Security (Instr. 3)								
12. Conversion or Exercise Price of Derivative Security								
13. Action Date (Month/Day/Year)								
14. Deemed Execution Date, if any (Month/Day/Year)								
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						Date Exer-cisable	Expira- tion Date		Amount or Number of Shares			Indirect (I) (Instr. 4)
<b>Stock Units</b>	<b>1-for-1</b>	<b>04/01/03</b>		<b>A</b>	<b>254.5825</b>	<u>(1)</u>	<u>(1)</u>	<b>Common Stock</b>	<b>254.5825</b>	<b>\$24.55</b>	<b>5,675.2880</b>	<b>D</b>

Explanation of Responses:

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

By: /s/ Martha R. Francis 04/03/03  
**Martha R. Francis, Attorney-in-Fact** Date  
 \*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.