

HOGAN PAUL F
Form 4
January 02, 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

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| | | | | | | | | |
|---|--|--|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person* Hogan Paul F. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol FleetBoston Financial Corporation (FBF) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice Chairman and Chief Risk Officer | |
| FleetBoston Financial Corporation 100 Federal Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year 01/01/03 | | 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 | |
| (Street) Boston, MA 02110 | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | |

| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/ Day/ Year) | | 2A. Deemed Execution Date, if any (Month/Day/ Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|----------|--|--|---|---|------------|--------------------------------|--|---|--|--|--|---|--|----------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | | | | |
| Common Stock | 01/01/03 | | F ⁽¹⁾ | | 5,625 | D | \$24.12 | | | | | 209,361 | D | | | |
| Common Stock | | | | | | | | | | | | 17,524 | I | | By Wife | |
| Common Stock | | | | | | | | | | | | 6,014.3424 | I | | 401(k) Plan ⁽²⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or | 3. Trans- | 3A. Deemed | 4. Trans- | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Owner- | 11. Nature of Indirect |
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|
|------------------------|------------------|-----------|------------|-----------|-----------|------------------------------------|------------------------|------------------------|-------------------------|------------|------------------------|

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| Security (Instr. 3) | Exercise Price of Derivative Security | action Date (Month/ Day/ Year) | Execution Date, if any (Month/ Day/ Year) | action Code (Instr. 8) | of | | Date (Month/Day/ Year) | Underlying Securities (Instr. 3 & 4) | | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|------------------------|--|--|--|---------------------------------|---|------|------------------------------|--|--|------------------------|--|---|---------------------------------------|
| | | | | | Derivative Security (A) or Disposed of (D) (Instr. 3, 4 & 5) | Date | | Title | Amount or Number of Shares | | | | |
| | | | | | Code | V | (A) (D) | Date Exer-cisable | Expira- tion Date | | | | |

Explanation of Responses:

- (1) Withholding of shares or delivery of previously owned shares to satisfy tax withholding obligations in connection with the vesting of restricted stock.
- (2) Based on a plan statement as of September 30, 2002.

By: /s/ **Martha R. Francis** **01/02/03**
Martha R. Francis, Attorney-in-Fact Date
 **Signature of Reporting Person

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

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

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