

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**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

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. Individual or Joint/Group Filing (Check Applicable Line)					
7. Individual or Joint/Group Filing (Check Applicable Line)			8. Form filed by One Reporting Person					
8. Form filed by More than One Reporting Person								
9. Form filed by One Reporting Person								
10. Form filed by More than One Reporting Person								
11. Form filed by One Reporting Person								
12. Form filed by More than One Reporting Person								
13. Form filed by One Reporting Person								
14. Form filed by More than One Reporting Person								
15. Form filed by One Reporting Person								
16. Form filed by More than One Reporting Person								
17. Form filed by One Reporting Person								
18. Form filed by More than One Reporting Person								
19. Form filed by One Reporting Person								
20. Form filed by More than One Reporting Person								
21. Form filed by One Reporting Person								
22. Form filed by More than One Reporting Person								
23. Form filed by One Reporting Person								
24. Form filed by More than One Reporting Person								
25. Form filed by One Reporting Person								
26. Form filed by More than One Reporting Person								
27. Form filed by One Reporting Person								
28. Form filed by More than One Reporting Person								
29. Form filed by One Reporting Person								
30. Form filed by More than One Reporting Person								
31. Form filed by One Reporting Person								
32. Form filed by More than One Reporting Person								
33. Form filed by One Reporting Person								
34. Form filed by More than One Reporting Person								
35. Form filed by One Reporting Person								
36. Form filed by More than One Reporting Person								
37. Form filed by One Reporting Person								
38. Form filed by More than One Reporting Person								
39. Form filed by One Reporting Person								
40. Form filed by More than One Reporting Person								
41. Form filed by One Reporting Person								
42. Form filed by More than One Reporting Person								
43. Form filed by One Reporting Person								
44. Form filed by More than One Reporting Person								
45. Form filed by One Reporting Person								
46. Form filed by More than One Reporting Person								
47. Form filed by One Reporting Person								
48. Form filed by More than One Reporting Person								
49. Form filed by One Reporting Person								
50. Form filed by More than One Reporting Person								
51. Form filed by One Reporting Person								
52. Form filed by More than One Reporting Person								
53. Form filed by One Reporting Person								
54. Form filed by More than One Reporting Person								
55. Form filed by One Reporting Person								
56. Form filed by More than One Reporting Person								
57. Form filed by One Reporting Person								
58. Form filed by More than One Reporting Person								
59. Form filed by One Reporting Person								
60. Form filed by More than One Reporting Person								
61. Form filed by One Reporting Person								
62. Form filed by More than One Reporting Person								
63. Form filed by One Reporting Person								
64. Form filed by More than One Reporting Person								
65. Form filed by One Reporting Person								
66. Form filed by More than One Reporting Person								
67. Form filed by One Reporting Person								
68. Form filed by More than One Reporting Person								
69. Form filed by One Reporting Person								
70. Form filed by More than One Reporting Person								
71. Form filed by One Reporting Person								
72. Form filed by More than One Reporting Person								
73. Form filed by One Reporting Person								
74. Form filed by More than One Reporting Person								
75. Form filed by One Reporting Person								
76. Form filed by More than One Reporting Person								
77. Form filed by One Reporting Person								
78. Form filed by More than One Reporting Person								
79. Form filed by One Reporting Person								
80. Form filed by More than One Reporting Person								
81. Form filed by One Reporting Person								
82. Form filed by More than One Reporting Person								
83. Form filed by One Reporting Person								
84. Form filed by More than One Reporting Person								
85. Form filed by One Reporting Person								
86. Form filed by More than One Reporting Person								
87. Form filed by One Reporting Person								
88. Form filed by More than One Reporting Person								
89. Form filed by One Reporting Person								
90. Form filed by More than One Reporting Person								
91. Form filed by One Reporting Person								
92. Form filed by More than One Reporting Person								
93. Form filed by One Reporting Person								
94. Form filed by More than One Reporting Person								
95. Form filed by One Reporting Person								
96. Form filed by More than One Reporting Person								
97. Form filed by One Reporting Person								
98. Form filed by More than One Reporting Person								
99. Form filed by One Reporting Person								
100. Form filed by More than One Reporting Person								

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).

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 control number

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Ownership (Instr. 4)
							Title	Amount				

Edgar Filing: MCHENRY DONALD F - Form 4

						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.