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FLEETBOSTON FINANCIAL CORP
 Form S-8
 October 09, 2002

As filed with the Securities and Exchange Commission on October 9, 2002
 Registration No. 333-

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

FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

FLEETBOSTON FINANCIAL CORPORATION
 (Exact name of registrant as specified in its charter)

RHODE ISLAND
 (State or other jurisdiction of
 incorporation or organization)

05-0341324
 (I.R.S. Employer
 Identification No.)

100 FEDERAL STREET, BOSTON, MASSACHUSETTS
 (Address of Principal Executive Offices)

02110
 (Zip Code)

FLEETBOSTON FINANCIAL CORPORATION
 EMPLOYEE STOCK PURCHASE PLAN
 (Full title of the plan)

GARY A. SPIESS, ESQ.
 Executive Vice President, General Counsel
 and Secretary
 FLEETBOSTON FINANCIAL CORPORATION
 100 FEDERAL STREET
 BOSTON, MASSACHUSETTS 02110
 617-434-2870

JANICE B. LIVIA, ESQ.
 Deputy General Counsel and
 Assistant Secretary
 FLEETBOSTON FINANCIAL CORPORATION
 100 FEDERAL STREET
 BOSTON, MASSACHUSETTS 02110
 617-434-8630

(Names, addresses and telephone numbers, including area codes, of
 agents for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration (1)
Common Stock, par value \$.01 per share (2)	4,000,000 shares (3)	\$18.27	\$73,080,000.00	\$6,724.00

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Participation Interests (4) (4) (4) (4)
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- (1) Computed pursuant to Rule 457(h) solely for the purpose of determining the registration fee, based on the average of the high and low prices of the Registrant's Common Stock as reported by the New York Stock Exchange on October 7, 2002.
- (2) Including preferred share purchase rights.
- (3) This Registration Statement also covers such indeterminate amount of securities as may be offered or sold pursuant to the plan to prevent dilution, pursuant to Rule 416(a).
- (4) Pursuant to Rule 416(c), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the plan. Pursuant to Rule 457(h)(2), no additional fee is required.

EXPLANATORY NOTE

This registration statement is being filed solely to register the issuance of (i) up to 4,000,000 additional shares of common stock, par value \$.01 per share ("Common Stock"), of FleetBoston Financial Corporation, a Rhode Island corporation (the "Company") and (ii) an indeterminate amount of interests, to be offered and sold pursuant to the FleetBoston Financial Corporation Employee Stock Purchase Plan (the "Plan"). The Company previously filed a registration statement on Form S-8 (File No. 333-44517) on January 20, 1998, as amended by Post-Effective Amendment No. 1 thereto filed on September 24, 2002, relating to the Plan (the "Prior Registration Statement"). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

A list of the exhibits included as part of this Registration Statement is set forth in the Exhibit Index which immediately precedes such exhibits and is hereby incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston, and the Commonwealth of Massachusetts, on the 9th day of October, 2002.

FLEETBOSTON FINANCIAL CORPORATION

By: /s/ CHARLES K. GIFFORD

Charles K. Gifford

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President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints the Chairman, the President, the Chief Financial Officer, the Chief Accounting Officer or the Secretary, or any of them, acting alone, as his true and lawful attorney-in-fact, with full power and authority to execute in the name, place and stead of each such person in any and all capacities and to file, an amendment or amendments to the Registration Statement (and all exhibits thereto) and any documents relating thereto, which amendments may make such changes in the Registration Statement as said officer or officers so acting deem(s) advisable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the 9th day of October, 2002.

SIGNATURE -----	TITLE -----
/s/ TERRENCE MURRAY ----- Terrence Murray	Chairman of the Board and Director
/s/ CHARLES K. GIFFORD ----- Charles K. Gifford	President, Chief Executive Officer and Director
/s/ EUGENE M. MCQUADE ----- Eugene M. McQuade	Vice Chairman and Chief Financial Officer
/s/ ERNEST L. PUSCHAVER ----- Ernest L. Puschaver	Chief Accounting Officer
/s/ JOEL B. ALVORD ----- Joel B. Alvord	Director

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SIGNATURE -----	TITLE -----
----- William Barnet, III	Director
/DANIEL P. BURNHAM ----- Daniel P. Burnham	Director
KIM B. CLARK ----- Kim B. Clark	Director
/s/ PAUL J. CHOQUETTE, JR. ----- Paul J. Choquette, Jr.	Director

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/s/ JOHN T. COLLINS	Director
----- John T. Collins	
/s/ GARY L. COUNTRYMAN	Director
----- Gary L. Countryman	
	Director
----- T. J. Dermot Dunphy	
/s/ MARION L. HEARD	Director
----- Marian L. Heard	
	Director
----- Robert M. Kavner	
/s/ THOMAS J. MAY	Director
----- Thomas J. May	
/s/ DONALD F. MCHENRY	Director
----- Donald F. McHenry	
	Director
----- Michael B. Picotte	
/s/ FRANCENE S. RODGERS	Director
----- Francene S. Rodgers	
	Director
----- Thomas M. Ryan	
	Director
----- T. Joseph Semrod	
	Director
----- Paul R. Tregurtha	

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, and the Commonwealth of Massachusetts, on the 9th day of October, 2002.

FLEETBOSTON FINANCIAL CORPORATION
EMPLOYEE STOCK PURCHASE PLAN

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By: /s/ PATRICIA CALLAHAN FAY

Patricia Callahan Fay
Director of Benefits Planning

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EXHIBIT INDEX

Exhibit Number -----	Exhibit -----
4	FleetBoston Financial Corporation Employee Stock Purchase Plan (July 1, 2000 Restatement), incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form S-8 (File No. 333-44517).
5	Opinion of Edwards & Angell LLP
23.1	Consent of PricewaterhouseCoopers LLP (the Company)
23.2	Consent of Ernst & Young LLP (the Plan)
23.3	Consent of Edwards & Angell LLP (included in opinion filed as Exhibit 5)
24	Power of Attorney (included on the signature pages hereto).