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

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Respo	nses)															
1. Name and Addres BANK OF AMI			]	2. Issuer N Invesco V II [VKI]				-		l Incom	e Trust	5. Relationship of Ro	(Check	all applicable) _X_ 10% 0		
BANK OF AMI	ERICA COR	Girst) RPORATE CENT	TT 400 3 T	3. Date of E 01/27/201		insaction (	(Month/I	Day/Y	Year)							
CHARLOTTE,	· ·	treet)	4	4. If Amend	ment, Dat	e Origina	l Filed(M	Ionth/D	Day/Year)			6. Individual or Join Form filed by One Re _X_ Form filed by More the	porting Person		le Line)	
(City)		State)	(Zip)			Т	able I -	Non-	Derivat	ive Securi	ities Acq	uired, Disposed of, or	Beneficially	y Owned		
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea	r) any	med on Date, if Day/Year	(Instr. 8		01		ies Acquir ed of (D) 4 and 5)		5. Amount of Securiti Following Reported T (Instr. 3 and 4)		)	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(Ivionui)	Day/Tear	Code	e \	V A	Amount	(A) or (D)	Price					(Instr. 4)
Common Stock			01/27/2011			P		5	5,000	A	\$ 11.07	5,000			I	By Subsidiary
Common Stock			01/27/2011			S		5	5,000	1)	\$ 11.03	0			I	By Subsidiary
Reminder: Report of	ı a separate lin	e for each class of sec	curities beneficially	y owned dir	ectly or in	directly.	for	m ar	e not r		o respo	collection of information			SE	C 1474 (9-02)
			Table	: II - Deriva (e.g., p						or Benefic e securiti		vned				
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion Exercise ice of erivative Date (Month/Day/Year) Exercise ice of erivative	3A. Deemed Execution Date, if any (Month/Day/Year)	if Code Der Sec (A) (D)		curities Acquired ) or Disposed of		and	and Expiration Date		Unde	le and Amount of rlying Securities : 3 and 4)	Derivative Security (Instr. 5) B	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Dat Exe	te ercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s (Instr. 4)	or Indirection (I) (Instr. 4)	et .
Reporting	Owners	S														

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N. TRYON STREET CHARLOTTE, NC 28255		X					
MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NORTH TOWER NEW YORK, NY 10080		X					

# **Signatures**

Bank of America Corporation, By: /s/ Beth Dorfman, Authorized Signatory	05/03/2011
**Signature of Reporting Person	Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact	05/03/2011
**Signature of Reporting Person	Date

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

The transactions reported on this Form 4 were effected by Merrill Lynch, Pierce, Fenner & Smith Incorporated, an indirect, wholly owned subsidiary of Bank of America Corporation.

Disgorgement of profits, if applicable, based on transactions reported above is being made by the Reporting Persons to the Issuer.

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

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