FORM 4	
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(Print or Type Responses)

1	Check this box if no longer	
	subject to Section 16. Form	
	4 or Form 5 obligations	
	may continue. See	File
	Instruction 1(b).	1.110

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

OMB APPROVAL
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SEC 1474 (9-02)

## 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

1. Name and Address of R BANK OF AMERIC	Ν	2. Issuer Name and T NUVEEN DIVID FUND [NAD]		~ .		UNICIP	5. Relationship of Reporting Person(s) to Issu (Check all applicable) DirectorX_ 10% Officer (give title below)Other	)			
(Last) (First) (Middle) BANK OF AMERICA CORPORATE CENTER, 100 N. TRYON STREET			. Date of Earliest Tran 04/11/2011	nsaction (Mor	nth/Day	y/Year)					
CHARLOTTE, NC 2	(Street) 8255	4	. If Amendment, Date	e Original File	ed(Mont	h/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table	I - No	n-Deriva	tive Secu	uired, Disposed of, or Beneficially Owned			
(Instr. 3) Date		2. Transaction Date (Month/Day/Year	Execution Date, if any	(Instr. 8)		or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Inc Form: Be	Beneficial
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock		04/11/2011		Р		11	А	\$ 12.79	11	Ι	By Subsidiary
Common Stock		04/11/2011		S		11	D	\$ 12.69	0	Ι	By Subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4. Transacti	ion	5. Number	of	6. Date Exer	cisable	7. Titl	e and Amount of	8. Price of	9. Number of	10.	11. Nature
Derivative Security	Conversion	Date	Execution Date, if	Code		Derivative		and Expirati	on Date	Under	lying Securities	Derivative	Derivative	Ownership	of Indirect
(Instr. 3)	or Exercise	(Month/Day/Year)	any	(Instr. 8)		Securities	Acquired	(Month/Day	/Year)	(Instr.	3 and 4)	Security	Securities	Form of	Beneficial
	Price of		(Month/Day/Year)			(A) or Dis	posed of					(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(D)							Owned	Security:	(Instr. 4)
	Security					(Instr. 3, 4	, and 5)						Following	Direct (D)	
								_					Reported	or Indirect	
								Date	Expiration	Title	Amount or Number		Transaction(s)	(I)	
				Code	V	(A)	(D)	Exercisable	Date		of Shares		(Instr. 4)	(Instr. 4)	

## **Reporting Owners**

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

## Signatures

Bank of America Corporation, By: /s/ Beth Dorfman, Authorized Signatory	05/13/2011
Signature of Reporting Person	Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact	05/13/2011
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.