

# FORM 4

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

OMB APPROVAL  
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## 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

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

(Print or Type Responses)

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>MOYNIHAN BRIAN T</b><br><small>(Last) (First) (Middle)</small><br><b>100 NORTH TRYON STREET</b><br><small>(Street)</small><br><b>CHARLOTTE, NC 28255</b><br><small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol<br><b>BANK OF AMERICA CORP /DE/ [BAC]</b><br>3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/01/2017</b><br>4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chairman and CEO</b><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 03/01/2017                           |  | M                              |   | 47,944  | A          | \$ 0 (1) | 1,201,366   | D  |   |
| Common Stock                    | 03/01/2017                           |  | F                              |   | 22,857 (2)  | D          | \$ 25.5  | 1,178,509   | D  |   |
| Common Stock                    | 03/01/2017                           |  | M                              |   | 247,896   | A          | \$ 0 (3) | 1,426,405   | D  |   |
| Common Stock                    | 03/01/2017                           |  | D                              |   | 247,896   | D          | \$ 25.5  | 1,178,509   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 2,939.561   | I  | 401(k) Plan   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 638   | I  | Family Trust  |

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. SEC 1474 (9-02)

**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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 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 Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| 2012 Performance Restricted Stock Units    | (1)  | 03/01/2017                           |  | M                              |   | 47,944  | (4)  | (4)             | Common Stock  | 47,944                     | (1)  | 0 (5)  | D  |  |
| 2014 Performance Restricted Stock Units    | (3)  | 03/01/2017                           |  | M                              |   | 247,896   | (6)  | (6)             | Common Stock  | 247,896                    | (3)  | 0 (5)  | D  |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| MOYNIHAN BRIAN T<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 | X             |           | Chairman and CEO |       |

## Signatures

|  |                     |
|--|---------------------|
| Brian T. Moynihan/Natalie A. Hyman POA         | 03/03/2017          |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

## 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).

(1) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.

(2) Disposition of shares to the issuer to satisfy a tax withholding obligation.

(3) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.

(4) On February 15, 2012, the reporting person was granted units that vest subject to the Company's attainment of return on asset performance goals measured each quarter based on a 12-month rolling period. Represents vesting and settlement on March 1, 2017 of units based on the attainment of goals for the four quarters ending December 31, 2016.

(5) The units have reached the end of the performance period. No units remain outstanding.

On February 14, 2014, the reporting person was granted units, vesting and payable in cash based on the closing price of Bank of America Corporation common stock on the settlement date, (6) subject to the Company's attainment of performance goals. One-half of the units have performance goals based on the Company's three-year average return on assets and one-half of the units have performance goals based on the Company's three-year average growth in adjusted tangible book value, both beginning on January 1, 2014 and ending on December 31, 2016.

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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