(Print or Type Responses)

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response.

5. Relationship of Reporting Person(s) to Issuer

longer subject to Section 16. Form 4 or Instruction 1(b).

1. Name and Address of Reporting Person\*

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

MOYNIHAN	NBRIAN	L	B	ANK O	F A	MEK	ICA (	COF	RP/D	E/ [B	ACJ		X I	Director	(Check	10% O	wner	
(Last) (First) (Middle) 100 NORTH TRYON STREET				3. Date of Earliest Transaction (Month/Day/Year) 02/15/2018							Ī	X_Officer (give title below) Other (specify below)  Chairman and CEO						
				4. If Amendment, Date Original Filed(Month/Day/Year)								-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
CHARLOTT	E, NC 282											-	1011	III IIIca by Moi	e man one rep	Jording 1 crson		
(City)		(State)	(Zip)	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)		ate, if	(Instr. 8)			4. Securities Acquir (A) or Disposed of (Instr. 3, 4 and 5)		f (D)			· .			7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Coc	de	V	Amou		Price					nstr. 4)	
Common Sto	ock											1	1,101	,181		Ι	)	
Common Stock												2	2,970	).694		I		401(k) Plan
Common Sto	ock											6	638			I		Family Trust
								uired	l, Dispo	osed o	lid OMB confi f, or Benefi ible securit	icially O						
1. Title of Derivative Security (Instr. 3)  Convers or Exerc Price of Derivati Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5 f Transaction E Code S (Instr. 8) A		5. Number of		f 6. E: (N	Expiration Date of (Month/Day/Year) Se (In		7. Title of Unc Securi	Underlying curities		Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Owners Form of Derivati Security Direct ( or Indire	ve Ownersh (Instr. 4)	
				Code	V	(A)	1)	E	ate xercisal		xpiration ate	Title		Amount or Number of Shares		(Instr. 4)	(Instr. 4	)
2018 Cash Settled Restricted Stock Units	(1)	02/15/2018		A		207,2	63		(2)	02	2/15/2019	Comi		207,263	\$ 0 (1)	207,263	D	
2018 Performance Restricted Stock Units	(3)	02/15/2018		A		345,4	38		(4)		<u>(4)</u>	Comi		345,438	\$ 0 (3)	345,438	D	

138,175

A

6/2018

Common

Stock

\$ 0 (3)

138,175

D

138,175

02/15/2021

## **Reporting Owners**

<u>(3)</u>

2018

Restricted

Stock Units

		Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MOYNIHAN BRIAN T 100 NORTH TRYON STREE CHARLOTTE, NC 28255	T X		Chairman and CEO					

## **Signatures**

Brian T. Moynihan/Natalie A. Hyman POA	02/1

02/15/2018

**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).
- (1) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.
- (2) Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units vest and are payable solely in cash as follows: 1/12th on the 15th day of each month during the 12-month period beginning March 2018 and ending in February 2019.
- (3) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
  - Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units are subject to the attainment of pre-established
- 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, 2018 and ending December 31, 2020. To the extent earned, the award will be settled in shares on March 1, 2021. The reported number of units represents the "maximum" amount of the award (i.e., 100%); the actual award upon vesting may range between 0% and 100% of the maximum, depending upon satisfaction of the performance goals.
- (5) Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units vest in three equal annual installments commencing February 15, 2019.

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.