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

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

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#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

orm 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment nstruction 1(b). Company Act of 1940

(Print or Type Responses)												
1. Name and Address of Re Montag Thomas K.	I	2. Issuer Name and T BANK OF AMER		~		C]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 100 NORTH TRYON	(First) STREET		Date of Earliest Tra 02/15/2019	nsaction (M	onth/I	Day/Year)		X     Officer (give title below)     Other (specify below)       Chief Operating Officer     Other (specify below)				
CHARLOTTE, NC 28	(Street) 3255	4	. If Amendment, Date	e Original Fi	iled(M	onth/Day/Ye	ar)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)		2. Transaction 2A. Deemed 3. Transaction 4. Securities Acquire   Date Execution Date, if Code (A) or Disposed of (I   (Month/Day/Year) any (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. 7. Ownership Form: Be							
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock									1,849,866	D		
Common Stock									812,061	Ι	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 SEC 1474 (9-02) 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)															
Security (Instr. 3)	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Number Derivative Securities Acquired ( or Dispose (D) (Instr. 3, 4) and 5)	A) d of	of 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
2019 Performance Restricted Stock Units	(1)	02/15/2019		А		201,782		(2)	(2)	Common Stock	201,782	\$ 0 <u>(1)</u>	201,782	D	
2019 Restricted Stock Units	<u>(1)</u>	02/15/2019		А		201,782		<u>(3)</u>	02/15/2022	Common Stock	201,782	\$ 0 <u>(1)</u>	201,782	D	

# **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Montag Thomas K. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Chief Operating Officer						

### Signatures

Thomas K. Montag/Amanda D. Daniel POA	02/15/2019
**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 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 (2) Company's three-year average growth in adjusted tangible book value, both beginning on January 1, 2019 and ending December 31, 2021. To the extent earned, the award will be settled in shares

- (2) Company's three-year average growth in adjusted tangible book value, both beginning on January 1, 2019 and ending December 31, 2021. To the extent earned, the award will be settled in shares on March 1, 2022. 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.
- (3) 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, 2020.

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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