

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* Bessant Catherine P | | | 2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Ops & Tech Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2020 | | | | | |
| 100 NORTH TRYON STREET | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| CHARLOTTE, NC 28255 | | | | | | | | |
| (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) | 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 | 02/15/2020 | | M | | 27,480 | A | (1) | 481,268.52 | D | |
| Common Stock | 02/15/2020 | | F | | 12,399 (2) | D | \$ 34.85 | 468,869.52 | D | |
| Common Stock | 02/15/2020 | | M | | 22,494 | A | (1) | 491,363.52 | D | |
| Common Stock | 02/15/2020 | | F | | 10,159 (2) | D | \$ 34.85 | 481,204.52 | D | |
| Common Stock | 02/15/2020 | | M | | 27,952 | A | (1) | 509,156.52 | D | |
| Common Stock | 02/15/2020 | | F | | 12,631 (2) | D | \$ 34.85 | 496,525.52 | D | |
| Common Stock | | | | | | | | 8,416.04 | I | 401(k) Plan |
| Common Stock | | | | | | | | 240,907 | I | Revocable Trust |
| Common Stock | | | | | | | | 1,250 | I | UTMA Trust 1 |
| Common Stock | | | | | | | | 1,250 | I | UTMA Trust 2 |

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 2017 Restricted Stock Units | (1) | 02/15/2020 | | M | | 27,480 | | (3) | 02/15/2020 | Common Stock | 27,480 | (1) | 0 | D | |
| 2018 Restricted Stock Units | (1) | 02/15/2020 | | M | | 22,494 | | (4) | 02/15/2021 | Common Stock | 22,494 | (1) | 22,494 | D | |

| | | | | | | | | | | | | | | |
|--------------------------------------|-----|------------|--|---|--|--------|-----|------------|-----------------|--------|-----|--------|---|--|
| 2019 Restricted Stock Units | (1) | 02/15/2020 | | M | | 27,952 | (5) | 02/15/2022 | Common Stock | 27,952 | (1) | 55,906 | D | |
|--------------------------------------|-----|------------|--|---|--|--------|-----|------------|-----------------|--------|-----|--------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bessant Catherine P 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | | | Chief Ops & Tech Officer | |

Signatures

| | | |
|--|--|---------------------|
| Catherine P. Bessant / Michael P. Lapp POA | | 02/19/2020 |
| <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) On February 15, 2017, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2018.
- (4) On February 15, 2018, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2019.
- (5) On February 15, 2019, the reporting person was granted units, vesting in three equal annual installments commencing on 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.

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.