

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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).

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person * BANK OF AMERICA CORP /DE/		2. Issuer Name and Ticker or Trading Symbol FIRST AMERICAN MINNESOTA MUNICIPAL INCOME FUND II INC [MXN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below)      ____ Other (specify below)						
(Last) BANK OF AMERICA CORPORATE	(First) CENTER,	(Middle) 100 N TRYON ST	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2014		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person					
(Street) CHARLOTTE, NC 28255			4. If Amendment, Date Original Filed (Month/Day/Year)							
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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			
Variable Rate MuniFund Term Preferred Shares	10/06/2014		J	(1)(2)	130	D	(1)	0	I	By Subsidiary (3)

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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255		X		
Banc of America Preferred Funding Corp 214 NORTH TRYON STREET CHARLOTTE, NC 28255		X		
Blue Ridge Investments, L.L.C. 100 NORTH TRYON STREET CHARLOTTE, NC 28255		X		

# Signatures

/s/ Sun Kyun Bae (Bank of America Corporation)		10/08/2014
<small>**Signature of Reporting Person</small>		Date
/s/ Edward Curland (Banc of America Preferred Funding Corporation)		10/08/2014
<small>**Signature of Reporting Person</small>		Date
/s/ Edward Curland (Blue Ridge Investments, L.L.C.)		10/08/2014
<small>**Signature of Reporting Person</small>		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) In connection with the merger of First American Minnesota Municipal Income Fund II, Inc. ("MXN") into Nuveen Minnesota Municipal Income Fund ("NMS"), the disposition occurred in exchange for an equal number of shares of NMS.
- (2) This statement is jointly filed by Bank of America Corporation ("BAC"), Banc of America Preferred Funding Corporation ("BAPFC") and Blue Ridge Investments, L.L.C. ("Blue Ridge"). BAC holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its 100% ownership of its subsidiaries BAPFC and Blue Ridge. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.
- (3)

### Remarks:

Exhibits Index

Exhibit 99.1 - Joint Filing Agreement

Exhibit 99.2 - Joint Filer Information

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.



JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date: October 8, 2014

BANK OF AMERICA CORPORATION

By: /s/Sun Kyung Bae

Name: Sun Kyung Bae

Title: Attorney-in-fact

BANC OF AMERICA PREFERRED FUNDING CORP

By: /s/Edward Curland

Name: Edward Curland

Title: Authorized Signatory

BLUE RIDGE INVESTMENTS, L.L.C.

By: /s/Edward Curland

Name: Edward Curland

Title: Authorized Signatory

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## JOINT FILER INFORMATION

<b>Item</b>	<b>Information</b>
Name:	Banc of America Preferred Funding Corp
Address:	214 North Tryon Street Charlotte, NC 28255
Date of Event Requiring Statement (Month/Day/Year):	October 6, 2014
Issuer Name and Ticker or Trading Symbol:	First American Minnesota Municipal Income Fund II, Inc. (MXN)
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	BANC OF AMERICA PREFERRED FUNDING CORP

By: /s/Edward Curland  
Name: Edward Curland  
Title: Authorized Signatory  
Date: October 8, 2014

<b>Item</b>	<b>Information</b>
Name:	Blue Ridge Investments, L.L.C.
Address:	214 North Tryon Street Charlotte, NC 28255
Date of Event Requiring Statement (Month/Day/Year):	October 6, 2014
Issuer Name and Ticker or Trading Symbol:	First American Minnesota Municipal Income Fund II, Inc. (MXN)
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	BANC OF AMERICA PREFERRED FUNDING CORP

By: /s/Edward Curland  
Name: Edward Curland  
Title: Authorized Signatory  
Date: October 8, 2014



