

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):
May 20, 2009**

BANK OF AMERICA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-6523
(Commission File Number)

56-0906609
(IRS Employer
Identification No.)

100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip Code)

(704) 386-5681
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

On May 18, May 19, May 20, May 21, May 22, and May 26, 2009, Bank of America Corporation (the “Registrant”) entered into separate agreements with certain institutional preferred shareholders pursuant to which the Registrant and each such shareholder agreed to exchange shares, or depository shares representing fractional interests in shares, of various series of the Registrant’s outstanding preferred stock, par value \$0.01 per share (“Preferred Stock”), as applicable, for shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”). In the aggregate, the Registrant agreed to exchange shares of Preferred Stock with an aggregate liquidation preference of \$5.9 billion (consisting of shares of 6.204% Non-Cumulative Preferred Stock, Series D with an aggregate liquidation preference of \$22.7 million; shares of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series K with an aggregate liquidation preference of \$3.0 billion; shares of 7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L with an aggregate liquidation preference of \$1.4 billion; shares of Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series M with an aggregate liquidation preference of \$1.4 billion; shares of Floating Rate Non-Cumulative Preferred Stock, Series 4 with an aggregate liquidation preference of \$53.4 million; and shares of 6.25% Noncumulative Perpetual Preferred Stock, Series 7 with an aggregate liquidation preference of \$5.0 million) for an aggregate of 436,246,905 shares of Common Stock (approximately 5.7% of the Registrant’s outstanding shares of Common Stock as of April 30, 2009 as adjusted to give effect to the issuance, under the previously announced at-the-market offering, of 1.25 billion shares of Common Stock subsequent to April 30, 2009 and prior to the date hereof). The shares of Common Stock are being issued in reliance upon the exemption set forth in Section 3(a)(9) of the Securities Act of 1933, as amended, for securities exchanged by the issuer and an existing security holder where no commission or other remuneration is paid or given directly or indirectly by the issuer for soliciting such exchange.

ITEM 8.01 OTHER EVENTS.

On May 27, 2009, the Registrant announced an update relating to its capital raising efforts, including that it had entered into agreements with certain holders of (non-government) perpetual preferred shares to exchange their holdings of approximately \$5.9 billion of Preferred Stock into approximately 436 million shares of Common Stock and that, subject to market conditions, the Registrant could issue up to an additional 564 million shares of Common Stock through the exchange of (non-government) perpetual preferred shares for shares of Common Stock. A copy of the news release announcing this information is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
99.1	News Release dated May 27, 2009

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The Registrant has not commenced an exchange offer for any of its securities. In connection with the commencement of any exchange offer, the Registrant would file a Tender Offer Statement on Schedule TO with the SEC. Holders of securities subject to any exchange offer should read the Tender Offer Statement on Schedule TO and other related materials, if and when those materials become available, because they would contain important information about such exchange offer. Investors would be able to obtain free copies of the Tender Offer Statement on Schedule TO (if and when available) and other documents filed with the SEC by the Registrant through the SEC's website at <http://www.sec.gov>. In addition, investors would be able to obtain free copies of the Tender Offer Statement on Schedule TO (if and when available) by directing a request to: Bank of America Corporation, Corporate Treasury - Securities Administration, at 1-704-386-5681.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ Teresa M. Brenner
Teresa M. Brenner
Associate General Counsel

Dated: May 27, 2009

INDEX TO EXHIBITS

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99.1	News Release dated May 27, 2009



May 27, 2009

Investors May Contact:

Kevin Stitt, Bank of America, 1.704.386.5667
Lee McEntire, Bank of America, 1.704.388.6780
Grace Yoon, Bank of America, 1.212.449.7323

Reporters May Contact:

Scott Silvestri, Bank of America, 1.980.388.9921
scott.silvestri@bankofamerica.com

Bank of America Has Raised \$26 Billion in Capital Plan to Date

CHARLOTTE — Bank of America Corporation today said it has raised almost \$26 billion in its capital plan since the stress test results were announced and is well on its way to reaching the \$33.9 billion indicated Supervisory Capital Assessment Program (SCAP) buffer set by the Federal Reserve.

The company announced last week that it raised \$13.5 billion through issuing 1.25 billion shares in an at-the-market common stock offering. It has also sold part of its holdings in China Construction Bank generating a capital gain. Contributing to the capital plan, these initiatives also benefit Tier 1 common capital by \$1.8 billion by reducing the deferred tax asset deduction.

Bank of America has entered into agreements with certain holders of (non-government) perpetual preferred shares to exchange their holdings of approximately \$5.9 billion of preferred stock into approximately 436 million shares of common stock. This results in a total benefit to Tier 1 common capital of \$5.9 billion.

Combined, these initiatives have raised almost \$26 billion, or 76 percent of the total, toward the SCAP buffer of \$33.9 billion.

Subject to market conditions, the company could issue up to an additional 564 million common shares through the exchange of (non-government) perpetual preferred shares for common stock.

In addition, Bank of America has previously said that it plans to sell non-strategic assets such as First Republic Bank and Columbia Management Group and to establish joint ventures. In addition to adding capital, these sales would also reduce the need for capital to support the balance sheet.

“We are quite pleased with the capital raising effort and the progress toward completing the asset sales and establishment of the joint ventures,” said Joe Price, chief financial officer. “The company hopes to use the majority of the proceeds from these initiatives to reduce reliance on government support for the company.”

Bank of America

Bank of America is one of the world's largest financial institutions, serving individual consumers, small- and middle-market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk management products and services. The company provides unmatched convenience in the United States, serving approximately 55 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,500 ATMs and award-winning online banking with nearly 30 million active users. Bank of America is among the world's leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world. Bank of America offers industry-leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

Forward-Looking Statements

Bank of America and its management may make certain statements that constitute "forward-looking statements" within the meaning of the Private Securities Litigation reform Act of 1995. These statements are not historical facts, but instead represent Bank of America's current expectations, plans or forecasts of its plan to raise capital and other similar matters. These statements are not guarantees of future results or performance and involve certain risks, uncertainties and assumptions that are difficult to predict and are often beyond Bank of America's control. Actual outcomes and results may differ materially from those expressed in, or implied by, any of these forward-looking statements.

You should not place undue reliance on any forward-looking statement and should consider all of the following uncertainties and risks, as well as those more fully discussed under Item 1A. "Risk Factors" of Bank of America's 2008 Annual Report on Form 10-K and in any of Bank of America's subsequent SEC filings: negative economic conditions that adversely affect the general economy, housing prices, the job market, consumer confidence and spending habits; the level and volatility of the capital markets, interest rates, currency values and other market indices; changes in consumer, investor and counterparty confidence in, and the related impact on, financial markets and institutions; Bank of America's credit ratings and the credit ratings of its securitizations; estimates of fair value of certain Bank of America assets and liabilities; legislative and regulatory actions in the United States and internationally; the impact of litigation and regulatory investigations, including costs, expenses, settlements and judgments; various monetary and fiscal policies and regulations of the U.S. and non-U.S. governments; changes in accounting standards, rules and interpretations and the impact on Bank of America's financial statements; increased globalization of the financial services industry and competition

with other U.S. and international financial institutions; Bank of America's ability to attract new employees and retain and motivate existing employees; mergers and acquisitions and their integration into Bank of America; Bank of America's reputation; and decisions to downsize, sell or close units or otherwise change the business mix of Bank of America. Forward-looking statements speak only as of the date they are made, and Bank of America undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made.

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