

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Amendment No. 3

to

SCHEDULE TO

(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934

BANK OF AMERICA CORPORATION

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Depository shares representing fractional interests in:

| | |
|--|-----------|
| Floating Rate Non-Cumulative Preferred Stock, Series E | 060505815 |
| Floating Rate Non-Cumulative Preferred Stock, Series 5 | 060505583 |
| Floating Rate Non-Cumulative Preferred Stock, Series 1 | 060505633 |
| Floating Rate Non-Cumulative Preferred Stock, Series 2 | 060505625 |
| 6.375% Non-Cumulative Preferred Stock, Series 3 | 060505617 |
| 6.625% Non-Cumulative Preferred Stock, Series I | 060505740 |
| 7.25% Non-Cumulative Preferred Stock, Series J | 060505724 |
| 8.20% Non-Cumulative Preferred Stock, Series H | 060505765 |
| 8.625% Non-Cumulative Preferred Stock, Series 8 | 060505559 |

(Title of Class of Securities)

(CUSIP Numbers of Class of Securities)

Edward P. O'Keefe
Acting General Counsel
Bank of America Corporation
100 North Tryon Street
Charlotte, North Carolina 28255
(704) 386-5681

(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

With a Copy to:

Boyd C. Campbell, Jr., Esq.
Richard W. Viola, Esq.
McGuireWoods LLP
201 N. Tryon Street
Charlotte, NC 28202
(704) 343-2000

CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$7,536,150,800.00 | \$420,517.21 |

* Calculated solely for purposes of calculating the filing fee. The amount is calculated by adding the sum of: (1) the product of (a) \$10.06, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series E ("Series E Depository Shares") reported by the New York Stock Exchange ("NYSE") on May 26, 2009, and (b) 81,000,000 Series E Depository Shares, (2) the product of (a) \$9.99, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 5 ("Series 5 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 60,000,000 Series 5 Depository Shares, (3) the product of (a) \$8.68, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 1 ("Series 1 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 25,200,000 Series 1 Depository Shares, (4) the product of (a) \$8.88, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's Floating Rate Non-Cumulative Preferred Stock, Series 2 ("Series 2 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 44,400,000 Series 2 Depository Shares, (5) the product of (a) \$13.82, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation's 6.375% Non-Cumulative Preferred Stock, Series 3 ("Series 3 Depository Shares") reported by the NYSE on May 26, 2009, and (b) 32,400,000 Series 3 Depository Shares, (6) the product of (a) \$14.93, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's 6.625% Non-Cumulative Preferred Stock, Series I ("Series I Depository Shares") reported by the NYSE on May 26, 2009, and (b) 22,000,000 Series I Depository Shares, (7) the product of (a) \$16.46, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation's 7.25% Non-Cumulative Preferred Stock, Series J ("Series J

Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 41,400,000 Series J Depository Shares, (8) the product of (a) \$17.97, the average of the high and low price per depository share representing 1/1,000th of an interest in Bank of America Corporation’s 8.20% Non-Cumulative Preferred Stock, Series H (“Series H Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 117,000,000 Series H Depository Shares, and (9) the product of (a) \$18.24, the average of the high and low price per depository share representing 1/1,200th of an interest in Bank of America Corporation’s 8.625% Non-Cumulative Preferred Stock, Series 8 (“Series 8 Depository Shares”) reported by the NYSE on May 26, 2009, and (b) 106,920,000 Series 8 Depository Shares. The number of depository shares for each series listed above represents the maximum number of depository shares of such series that are subject to the exchange offer to which this Schedule TO relates.

** The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$55.80 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$420,517.21
Form or Registration No.: Schedule TO

Filing Party: Bank of America Corporation
Date Filed: May 28, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which this statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed on May 28, 2009, as amended on June 3, 2009 and June 9, 2009 (the "Schedule TO"), by Bank of America Corporation (the "Company"), a Delaware corporation, pursuant to Section 13(e)-4 of the Securities Exchange Act of 1934, as amended, which relates to the Company's offers to exchange up to 200,000,000 newly-issued shares of the Company's common stock, par value \$0.01 per share (the "Common Stock") for outstanding depositary shares (the "Depositary Shares"), representing fractional interests in shares of certain series of preferred stock (the "Preferred Stock") of the Company, made on the terms and subject to the conditions set forth in the Offer to Exchange (as supplemented or amended, the "Offer to Exchange") and the related Letter of Transmittal (which together constitute the "Exchange Offer"), which are filed as exhibits (a)(1)(A)(i) and (a)(1)(A)(ii), respectively, to the Schedule TO. The series of the Company's Preferred Stock in which the Depositary Shares represent fractional interests and which are subject to the Exchange Offer are: Floating Rate Non-Cumulative Preferred Stock, Series E (the "Series E Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 5 (the "Series 5 Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 1 (the "Series 1 Preferred Stock"); Floating Rate Non-Cumulative Preferred Stock, Series 2 (the "Series 2 Preferred Stock"); 6.375% Non-Cumulative Preferred Stock, Series 3 (the "Series 3 Preferred Stock"); 6.625% Non-Cumulative Preferred Stock, Series I (the "Series I Preferred Stock"); 7.25% Non-Cumulative Preferred Stock, Series J (the "Series J Preferred Stock"); 8.20% Non-Cumulative Preferred Stock, Series H (the "Series H Preferred Stock"); and 8.625% Non-Cumulative Preferred Stock, Series 8 (the "Series 8 Preferred Stock"). The Exchange Offer consists of separate offers for the Depositary Shares representing each series of Preferred Stock.

This Amendment is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended. All information in the Offer to Exchange, including all schedules and annexes thereto, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference in this Amendment in response to all items required in the Schedule TO, except that such information in the Offer to Exchange is hereby amended and supplemented to the extent specifically provided for herein.

Items 1 through 11.

The Offer to Exchange is hereby amended and supplemented as follows:

(1) The third bullet point of the fourth paragraph in the section in the Offer to Exchange entitled "Where You Can Find More Information" on page 56 is hereby amended to delete the bullet point in its entirety and replace it with the following:

- Bank of America's current reports on Form 8-K or Form 8-K/A filed January 2, 2009, January 7, 2009, January 13, 2009, January 16, 2009, January 22, 2009, January 28, 2009, February 3, 2009 (two filings), February 25, 2009, March 3, 2009, March 12, 2009, April 20, 2009 (two filings), May 8, 2009 (two filings), May 20, 2009, May 27, 2009, May 28, 2009, May 29, 2009, June 2, 2009, June 4, 2009 (two filings), June 5, 2009, June 8, 2009 and June 19, 2009 (in each case, other than information that is furnished but deemed not to have been filed); and

(2) The information set forth in Annex A to the Offer to Exchange is hereby amended to delete the following entries from the table listing the Company's directors and executive officers:

| | |
|-------------------|----------|
| Tommy R. Franks | Director |
| Joseph W. Prueher | Director |

Item 4(a) of Schedule TO is hereby amended and supplemented by adding the following thereto:

On June 23, 2009, the Company issued a press release announcing that the Common Stock Average Price for the Exchange Offer is \$12.7048. The Common Stock Average Price represents the simple arithmetic average of the daily per share volume-weighted average price of the Company's common stock,

par value \$0.01, per share, on the New York Stock Exchange for each of the five consecutive trading days ending on and including June 22, 2009. The full text of the Company's press release, relating to the announcement of the Common Stock Average Price, is filed herewith as Exhibit (a)(5)(B) and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(B) Press Release issued on June 23, 2009.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BANK OF AMERICA CORPORATION

By: /s/ Joe L. Price

Joe L. Price

Chief Financial Officer

Dated: June 23, 2009

EXHIBIT INDEX

| | |
|---------------|--|
| (a)(1)(A)(i) | Offer to Exchange, dated May 28, 2009.* |
| (a)(1)(A)(ii) | Letter of Transmittal.* |
| (a)(1)(B) | Form of Letter to The Depository Trust Company Participants.* |
| (a)(1)(C) | Form of Letter to Clients.* |
| (a)(1)(D) | Press Release issued on May 28, 2009.* |
| (a)(2) | Not applicable. |
| (a)(3) | Not applicable. |
| (a)(4) | Not applicable. |
| (a)(5)(A) | Press Release issued on June 2, 2009 (incorporated by reference to Exhibit 99.1 of the Company's current report on Form 8-K filed with the SEC on June 2, 2009).* |
| (a)(5)(B) | Press Release issued on June 23, 2009. |
| (b) | Not applicable. |
| (d)(1) | Deposit Agreement, dated as of October 30, 2006, by and among the Company, Computershare Shareholder Services, Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series E Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on November 6, 2006).* |
| (d)(2) | Deposit Agreement, dated as of September 20, 2007, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series I Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on September 26, 2007).* |
| (d)(3) | Deposit Agreement, dated as of November 14, 2007, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series J Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on November 20, 2007).* |
| (d)(4) | Deposit Agreement, dated as of May 20, 2008, by and among the Company, Computershare Inc., Computershare Trust Company, N.A., and the Holders from time to time of the depository receipts described therein (relating to the Series H Preferred Stock) (incorporated herein by reference to Exhibit 4.1 of the Company's current report on Form 8-K filed with the SEC on May 23, 2008).* |
| (d)(5) | Assignment, Assumption and Amendment Agreement by and among the Company, Merrill Lynch, and the Bank of New York Mellon Corporation, as Depository, dated December 31, 2008 (incorporated herein by reference to Exhibit 4.25 of the Company's registration statement on Form 8-A filed with the SEC on January 2, 2009).* |
| (d)(6) | Deposit Agreement, dated as of March 20, 2007, by and among Merrill Lynch, The Bank of New York Mellon (as successor to The Bank of New York, N.A.) and the Holders from Time to Time of Depository Receipts (relating to the Series 5 Preferred Stock) (incorporated by reference to Exhibit 4(m) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).* |
| (d)(7) | Deposit Agreement, dated as of November 1, 2004, by and among Merrill Lynch, The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as depository, and the Holders from Time to Time of Depository Receipts (relating to the Series 1 Preferred Stock) (incorporated by reference to Exhibit 4(i) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).* |

- (d)(8) Deposit Agreement, dated as of March 14, 2005, by and among Merrill Lynch, The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as depositary, and the Holders from Time to Time of Depositary Receipts (relating to the Series 2 Preferred Stock) (incorporated by reference to Exhibit 4(j) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (d)(9) Deposit Agreement, dated as of November 17, 2005, by and among Merrill Lynch, The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.) and the Holders from Time to Time of Depositary Receipts (relating to the Series 3 Preferred Stock) (incorporated by reference to Exhibit 4(k) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (d)(10) Deposit Agreement, dated as of April 29, 2008, by and among Merrill Lynch, The Bank of New York Mellon (as successor to The Bank of New York) and the Holders from Time to Time of Depositary Receipts (relating to the Series 8 Preferred Stock) (incorporated by reference to Exhibit 4(p) of the Company's registration statement on Form S-4/A filed with the SEC on October 22, 2008).*
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.



June 23, 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 Announces Common Stock Average Price For Exchange Offer

CHARLOTTE – Bank of America Corporation today announced the common stock average price of \$12.7048 for its offers to exchange up to 200 million shares of common stock for outstanding depository shares for each series of preferred stock listed below. The exchange offer consists of separate offers for depository shares representing each series of the preferred stock listed below.

The common stock average price represents the simple arithmetic average of the daily per share volume-weighted average price of Bank of America common stock for each of the five consecutive trading days ending on and including June 22, 2009 (the second business day prior to the scheduled expiration date of the exchange offer). The number of shares of common stock issuable for each exchanged depository share is listed below and was determined by dividing the applicable consideration per depository share by 12.7048, the common stock average price, and rounded to four decimal places.

More

| Acceptance Priority Level | CUSIP No. of Depository Shares | Series of Preferred Stock Represented by Depository Shares | NYSE Ticker | Consideration for Depository Share | Number of Shares of Common Stock per Depository Share |
|---------------------------------|---|--|----------------|---|---|
| 1 | 060505815 | Floating Rate Non-Cumulative Preferred Stock, Series E | BAC PrE | \$16.25 | 1.2790 |
| 2 | 060505583 | Floating Rate Non-Cumulative Preferred Stock, Series 5 | BML PrL | \$16.25 | 1.2790 |
| 3 | 060505633 | Floating Rate Non-Cumulative Preferred Stock, Series 1 | BML PrG | \$15.00 | 1.1807 |
| 4 | 060505625 | Floating Rate Non-Cumulative Preferred Stock, Series 2 | BML PrH | \$15.00 | 1.1807 |
| 5 | 060505617 | 6.375% Non-Cumulative Preferred Stock, Series 3 | BML PrI | \$17.00 | 1.3381 |
| 6 | 060505740 | 6.625% Non-Cumulative Preferred Stock, Series I | BAC PrI | \$17.50 | 1.3774 |
| 7 | 060505724 | 7.25% Non-Cumulative Preferred Stock, Series J | BAC PrJ | \$18.75 | 1.4758 |
| 8 | 060505765 | 8.20% Non-Cumulative Preferred Stock, Series H | BAC PrH | \$20.50 | 1.6136 |
| 9 | 060505559 | 8.625% Non-Cumulative Preferred Stock, Series 8 | BML PrQ | \$21.00 | 1.6529 |

The exchange offer will expire at midnight, New York City time, on June 24, 2009, unless extended or earlier terminated by Bank of America. Holders of the depository shares eligible for exchange will be able to tender their depository shares, or withdraw their previously tendered depository shares, at any time prior to the expiration of the exchange offer.

The exchange offer would increase Bank of America's Tier 1 common capital by an amount equal to the aggregate liquidation preference of the depository shares exchanged. The shares issuable in the exchange offer are part of Bank of America's previously-announced plan to exchange common stock for non-government perpetual preferred stock. Bank of America believes that these actions will assist in meeting the \$33.9 billion indicated Supervisory Capital Assessment Program (SCAP) buffer set by the Federal Reserve.

The exchange offer is subject to the terms and conditions described in the Offer to Exchange dated May 28, 2009, as amended, and the related Letter of Transmittal, previously filed with the Securities and Exchange Commission.

More

The terms of the exchange offer and procedures for validly tendering and withdrawing depositary shares are described in detail in the Offer to Exchange and related materials, copies of which may be obtained without charge from the information agent for the exchange offer, D.F. King & Co., Inc., by calling (800) 829-6551 (toll free) or (212) 269-5550 (collect). The Offer to Exchange also is available free of charge on the SEC's website at www.sec.gov as an exhibit to the tender offer schedule.

The exchange offer is being made to holders of depositary shares in reliance upon the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 3(a)(9) of the Securities Act. This press release is not an offer to purchase or an offer to exchange or a solicitation of acceptance of an offer to exchange any securities, and the exchange offer is being made only pursuant to the terms of the Offer to Exchange and the related materials.

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.

www.bankofamerica.com

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