

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):  
December 8, 2011**

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**BANK OF AMERICA CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-6523**  
(Commission  
File Number)

**56-0906609**  
(I.R.S. Employer  
Identification No.)

**100 North Tryon Street**  
**Charlotte, North Carolina 28255**  
(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)

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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))

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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS;  
COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(b) On December 8, 2011, D. Paul Jones, Jr. informed Bank of America Corporation (“Bank of America”) that he would not stand for re-election as a member of Bank of America’s Board of Directors at Bank of America’s next Annual Meeting of Stockholders, scheduled for May 9, 2012.

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**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/ Craig T. Beazer  
Craig T. Beazer  
Deputy General Counsel

Dated: December 12, 2011