FORM 4

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

OMB APPROVAL

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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 Ty | pe Response: | s) | | | | | | | | | | | | | | |
|--|---------------|---|--|---|------------------------------|--|-----------------------------------|--------------|--|--|--|--|---|--|--|---------------|
| Name and Address of Reporting Person* BARNET WILLIAM III | | | 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) _X_ Director 10% Owner | | | | | | | |
| (Last) (First) (Middle) 100 NORTH TRYON STREET | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/23/2008 | | | | | | | Officer (give | title below) | c | other (speci | ify below) | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | | | | |
| | OTTE, NO | | | | | | | | | | Form filed by M | More than One F | Reporting Pers | on | | |
| (Cit | y) | (State) | (Zip) | | | Table I - | - Non-D | erivativ | e Securit | ties Acq | uired, Disposed | of, or Benef | icially Ow | ned | | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | (Instr. 8 | | 4. Securities Act (A) or Disposed (Instr. 3, 4 and 5 | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Form: Direct | ship of I Ber | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | Code | V | Amoun | (A) or (D) | Price | | | | (I) (Instr. 4 | 4) | |
| Common | Stock | | 04/23/2008 | | | A | | 4,340 (1) | A | \$ 36.86 | 49,255.71 | | | D | | |
| Common Stock | | | | | | | | | | | 5,724 | | | Ι | Tru for | |
| Common | Stock | | | | | | | | | | 488 | | | Ι | | rnet mpany |
| Common Stock | | | | | | | | | | 11,519 | | I | Ba De Co | | | |
| Common Stock | | | | | | | | | | 4,680 | | | I | Ba Re Tru | | |
| Common Stock | | | | | | | | | | 565 | | | I | By Da Ma | ughter | |
| Common Stock | | | | | | | | | | | 547 | | | I | By Joh | Son |
| Common Stock | | | | | | | | | | | 600 | | | Ι | | Son lliam |
| Common Stock | | | | | | | | | 122 | | | Ι | _ | ouse lerie | | |
| Reminder: | Report on a s | separate line for each | a class of securities b | peneficia | lly owned o | lirectly or | Pers in th | ons wh | are not | require | he collection o ed to respond trol number. | | | | SEC 147 | 74 (9-02) |
| | | | Table II - | | tive Securi ıts, calls, w | - | - | - | | | y Owned | | | | | |
| Derivative Conversion Date Security or Exercise (Month/Day/Year) and | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code Securiti Acquire or Dispo | | | and Ex (Mont | e Exercis xpiration h/Day/Y | Date | Underl | and Amount of ying Securities 3 and 4) | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(| e Over Formula See See See See See See See See See Se | wnership orm of erivative ecurity: irect (D) Indirect | 11. Natu of Indire Benefici Ownersh (Instr. 4) | |
| | | | | Code | V (A | (D) | | isable D | xpiration ate | Title | Amount or Number of Shares | | (Instr. 4) | (Ir | nstr. 4) | |
| | | | | | | | | | | | | | | | | |

| Director Stock Unit Plan | \$ 0 | 03/28/2008 | A | V | 2,073.99 | (3) | (3) | Common Stock | 2,073.99 | \$ 0 | 65,606.37 | D | |
|-----------------------------------|------|------------|---|---|---------------|------------|------------|-----------------|----------|------|-----------|---|--|
| Phantom Stock | \$ 0 | 03/28/2008 | A | V | 358.59 (4) | <u>(5)</u> | <u>(5)</u> | Common Stock | 358.59 | \$ 0 | 11,343.13 | D | |

Reporting Owners

| | Relationships | | | | | | |
|---|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| BARNET WILLIAM III 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | X | | | | | | |

Signatures

| William Barnet, III/Roger C. McClary POA | 04/24/2008 |
|--|------------|
| **Signature of Reporting Person | 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) Shares represent payment of a portion of the annual retainer as restricted shares under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.
- Phantom stock dividends, which are exempt under Rule 16b-3, were reinvested between December 28, 2007 and March 28, 2008. Phantom stock units may be settled in stock upon death or termination of service as a director.
- (3) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in stock on death or termination of service as a director.
- (4) Phantom stock units acquired between December 28, 2007 and March 28, 2008 with reinvested dividend equivalents under the Bank of America Director Stock Plan.
- (5) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in cash on death or termination of service as a director.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see}\ Instruction\ 6 for procedure.$

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.