

FORM 4

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

OMB APPROVAL
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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* THAIN JOHN A (Last) (First) (Middle) C/O BANK OF AMERICA CORPORATION, 101 SOUTH TRYON ST. NC1-002-29-01 (Street) CHARLOTTE, NC 28255 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Pres Gbl Bkg Sec & Wlth Mgmt |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 | | | |
| Common Stock | 01/01/2009 | | A ⁽¹⁾ | | 443,845 | A | \$ 0 | 443,845 | D | |
| Common Stock | 01/01/2009 | | M ⁽²⁾ | | 114,600 | A | \$ 13.56 | 558,445 | D | |
| Common Stock | 01/01/2009 | | F ⁽³⁾ | | 93,374 | D | \$ 13.56 | 465,071 | D | |
| Common Stock | 01/01/2009 | | A ⁽¹⁾ | | 214,875 | A | \$ 0 | 214,875 | I | GRAT |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Option, Right to Buy | \$ 70.31 | 01/01/2009 | | A ⁽⁴⁾ | | 36,797 | | ⁽⁵⁾ | 02/03/2017 | Common Stock | 36,797 | \$ 70.31 | 36,797 | D | |
| Option, Right to Buy | \$ 70.31 | 01/01/2009 | | A ⁽⁴⁾ | | 1,547,100 | | ⁽⁶⁾ | 12/01/2017 | Common Stock | 1,547,100 | \$ 70.31 | 1,547,100 | D | |
| Restricted Stock Units | \$ 0 | 01/01/2009 | | A ⁽⁷⁾ | | 26,532 | | ⁽⁸⁾ | 02/03/2010 | Common Stock | 26,532 | \$ 0 | 26,532 | D | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/01/2009 | | A ⁽²⁾ | | 171,900 | | ⁽²⁾ | 12/03/2012 | Common Stock | 171,900 | \$ 0 | 171,900 | D | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/01/2009 | | M ⁽²⁾ | | 114,600 | | ⁽²⁾ | 12/03/2012 | Common Stock | 114,600 | \$ 0 | 57,300 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THAIN JOHN A C/O BANK OF AMERICA CORPORATION 101 SOUTH TRYON ST. NC1-002-29-01 CHARLOTTE, NC 28255 | | | Pres Gbl Bkg Sec & Wlth Mgmt | |

Signatures

| | |
|----------------------------------------------------------------------------------|------------|
| John A. Thain/Roger C. McClary POA | 01/05/2009 |
|  | 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) Received in exchange for common stock of Merrill Lynch & Co., Inc. (Merrill) at an exchange ratio of .8595 of a share of Bank of America common stock for each share of Merrill common stock in connection with the merger of Merrill into Bank of America on January 1, 2009. The closing price of Merrill common stock on the last day prior to the effective time of the merger was \$11.64 per share. Received in exchange for Merrill Lynch & Co., Inc. (Merrill) restricted stock units at an exchange ratio of .8595 of a Bank of America restricted stock unit for each Merrill restricted stock unit held prior to the merger on January 1, 2009. These restricted stock units vested 2/3 on the effective time of the merger. The remaining restricted stock units vest in four equal installments commencing December 1, 2009. The closing price of Merrill stock on the last day prior to the effective time of the merger was \$11.64 per share.
- (3) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e). Received in exchange for options to acquire Merrill Lynch & Co., Inc. (Merrill) common stock at an exchange ratio of .8595 of a share of Bank of America common stock for each share of Merrill common stock subject to such option in connection with the merger of Merrill into Bank of America on January 1, 2009. The exercise price per share of Bank of America stock issuable upon exercise of these options is equal to the exercise price per share of Merrill common stock at which such Merrill option was exercisable immediately prior to the effective time of the merger divided by .8595. The closing price of Merrill stock on the last day prior to the effective time of the merger was \$11.64 per share.
- (5) These options vest 12,266 on each of February 3, 2008 and 2009 and 12,265 on February 3, 2010.
- (6) These options fully vested on the effective date of the merger of Merrill Lynch & Co., Inc. into Bank of America Corporation.
- (7) Received in exchange for Merrill Lynch & Co., Inc. (Merrill) restricted stock units at the rate of .8595 Bank of America restricted stock units for each Merrill restricted stock unit held prior to the merger of Merrill into Bank of America Corporation on January 1, 2009. The closing price of Merrill common stock on the last day prior to the merger was \$11.64 per share.
- (8) These restricted stock units vest in two equal installments commencing on February 3, 2009.

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

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