

FORM 5

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

OMB APPROVAL	
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ANNUAL 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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* GIFFORD CHARLES K <small>(Last) (First) (Middle)</small> 100 NORTH TRYON STREET <small>(Street)</small> CHARLOTTE, NC 28255 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] 3. Statement for Issuer's Fiscal Year Ended <small>(Month/Day/Year)</small> 12/31/2008 4. If Amendment, Date Original Filed <small>(Month/Day/Year)</small>	5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Reporting <small>(check applicable line)</small> <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 <small>(Instr. 3)</small>	2. Transaction Date <small>(Month/Day/Year)</small>	2A. Deemed Execution Date, if any <small>(Month/Day/Year)</small>	3. Transaction Code <small>(Instr. 8)</small>	4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year <small>(Instr. 3 and 4)</small>	6. Ownership Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	7. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
				Amount	(A) or (D)	Price			
Common Stock	12/29/2008		G	19,915	D	\$ 0	178,960	D	
Common Stock	12/30/2008		G	1,862	D	\$ 0	177,098 (1)	D	
Common Stock							1,090.02	I	As Custodian for Children
Common Stock							35,301 (1)	I	CRRJ Trust - 2007
Common Stock							100,000 (1)	I	GRAT IV

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 <small>(Instr. 3)</small>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <small>(Month/Day/Year)</small>	3A. Deemed Execution Date, if any <small>(Month/Day/Year)</small>	4. Transaction Code <small>(Instr. 8)</small>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4, and 5)</small>		6. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		7. Title and Amount of Underlying Securities <small>(Instr. 3 and 4)</small>		8. Price of Derivative Security <small>(Instr. 5)</small>	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year <small>(Instr. 4)</small>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	11. Nature of Indirect Beneficial Ownership <small>(Instr. 4)</small>
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$ 0	06/27/2008		A	298.43		(2)	(3)	Common Stock	298.43	\$ 0	11,764.88	D	
Phantom Stock	\$ 0	09/26/2008		A	205.16		(2)	(3)	Common Stock	205.16	\$ 0	11,970.04	D	
Phantom Stock	\$ 0	12/26/2008		A	286.71		(2)	(3)	Common Stock	286.71	\$ 0	12,256.75	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GIFFORD CHARLES K 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			
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Signatures

Charles K. Gifford/Roger C. McClary POA		02/05/2009
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Of 96,205 shares previously transferred by the reporting person to the reporting person's CRRJ Trust, 60,904 shares were returned to the reporting person on March 24, 2008. On August 14, 2008, 100,000 shares previously owned by the reporting person were transferred to the reporting person's GRAT IV.
- (2) 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.
- (3) Phantom stock units may be settled in cash upon death or termination of service as a director.

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

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