

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 Type Responses)

1. Name and Address of Reporting Person STRUTHERS RICHARD K			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres BAC Gbl Card Svcs		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2009					
100 NORTH TRYON STREET			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street)								
CHARLOTTE, NC 28255								
(City) (State) (Zip)			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	02/13/2009		J(1)		100,000	A	\$ 0	131,938	D	
Common Stock	02/15/2009		M		24,941	A	\$ 5.57	156,879	D	
Common Stock	02/15/2009		M		6,774	A	\$ 5.57	163,653	D	
Common Stock	02/15/2009		M		5,200	A	\$ 5.57	168,853	D	
Common Stock	02/15/2009		F(2)		16,117	D	\$ 5.57	152,736	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0	02/15/2009		M		24,941	(3)	02/16/2009	Common Stock	24,941	\$ 0	0	D	
Restricted Stock Units	\$ 0	02/15/2009		M		6,774	(3)	02/15/2010	Common Stock	6,774	\$ 0	6,775	D	
Restricted Stock Units	\$ 0	02/15/2009		M		5,200	(3)	02/15/2011	Common Stock	5,200	\$ 0	10,400	D	
Restricted Stock Units	\$ 0 (4)	02/15/2009		A		131,053	(5)	02/15/2012	Common Stock	131,053	\$ 0	131,053	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRUTHERS RICHARD K 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Pres BAC Gbl Card Svcs	

Signatures

Richard K. Struthers/Roger C. McClary POA <small>**Signature of Reporting Person</small>		02/17/2009 <small>Date</small>
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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) Reflects a return of shares to the reporting person in accordance with the termination by its terms of a GRAT (under which the reporting person did not serve as trustee).
- (2) 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).
- (3) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal installments commencing on the first anniversary of the grant date.
- (4) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.
- (5) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.

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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