

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* 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2009			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		
100 NORTH TRYON STREET (Street) CHARLOTTE, NC 28255 (City) (State) (Zip)			4. If Amendment, Date Original Filed (Month/Day/Year)					

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	04/29/2009		A		18,433 (1)	A	\$ 8.68	68,066.71	D	
Common Stock								5,724	I	As Co-Trustee for Mary G Barnet Rev Trust
Common Stock								488	I	Barnet Company
Common Stock								52,519	I	Barnet Dev Corp
Common Stock								4,680	I	Barnet Rev Trust
Common Stock								565	I	By Daughter Mary
Common Stock								547	I	By Son John
Common Stock								600	I	By Son William
Common Stock								122	I	Spouse Valerie

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				
Director Stock Unit Plan	\$ 0	03/27/2009		A	V	95.54 (2)		(2)	(2)	Common Stock	95.54	\$ 0	70,223.73	D	
Phantom Stock	\$ 0	03/27/2009		A	V	16.52 (3)		(4)	(4)	Common Stock	16.52	\$ 0	12,141.45	D	

Reporting Owners

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

Signatures

William Barnet, III/Roger C. McClary POA		04/30/2009
<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) 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.
- (2) 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.
- (3) 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.
- (4) 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 is insufficient, *see* Instruction 6 for procedure.

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