

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * COUNTRYMAN GARY L		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		
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								12,890.41 (1)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Unit Plan	\$ 0	03/27/2009		A	V	825.31	(2)	(3)	(3)	Common Stock	825.31	\$ 0	12,551.86	D	
Fleet BKB Director Retirement Ben Ex Program	\$ 0	03/27/2009		A	V	1,096.62	(4)	(3)	(3)	Common Stock	1,096.62	\$ 0	16,678.15	D	
Fleet BKB Director Stock Award Unit Plan	\$ 0	03/27/2009		A	V	31.83	(5)	(3)	(3)	Common Stock	31.83	\$ 0	484.15	D	
Phantom Stock	\$ 0	03/27/2009		A	V	1,890.61	(6)	(7)	(7)	Common Stock	1,890.61	\$ 0	28,753.60	D	
Phantom Stock	\$ 0	04/29/2009		A		27,649.77	(8)	(7)	(7)	Common Stock	27,649.77	\$ 0	56,403.37	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COUNTRYMAN GARY L 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

Signatures

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) The reporting person no longer has a reportable interest in 236 shares of common stock owned by his former spouse and previously included in the reporting person's prior ownership reports as indirectly owned.
- (2) Units acquired between June 27, 2008 and March 27, 2009 with reinvested dividend equivalents in the Fleet Directors Deferred Compensation and Stock Unit Plan, which 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) Units acquired between June 27, 2008 and March 27, 2009 in the Fleet BKB Retirement Benefit Exchange Program, which may be settled in stock upon death or termination of service as a director.
- (5) Units acquired between June 27, 2008 and March 27, 2009 with reinvested dividend equivalents in the Fleet Phantom BKB Directors Stock Award Unit Plan, which may be settled in stock upon death or termination of service as a director.
- (6) Phantom stock dividends, which are exempt under Rule 16b-3, were reinvested between June 27, 2008 and March 27, 2009. Phantom stock units may be settled in stock upon death or termination of service as a director.
- (7) Phantom stock units may be settled in cash upon death or termination of service as a director.
- (8) Phantom stock units represent payment of the annual Directors' compensation under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

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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