FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
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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).

(Print or Type Responses)

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

| 1. Name and Address of Reporting Person* Darnell David C. | | | | 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) Director 10% Owner | | | | | | | |
|---|---|---|--|---|---|--|--|---|--|--|---|--|---|--|---|----------------------------|---|--|
| | (Last) (First) (Middle) | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2010 | | | | | | | X Officer (give title below) Other (specify below) Pres, Global Commercial Bkg | | | | | | |
| | | (Street) | | 4. If Ame | ndme | ent, I | Date Origi | nal File | ed(Month | Day/Year) | | _X_ Fo | orm filed by 0 | Joint/Grou | Person | | licable Lir | e) |
| CHARLO | TTE, NC 2 | 28255 | | | | | | | | | | For | rm filed by N | More than One | Reporting Pers | son | | |
| (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acqu | | | | | | | | uired, I | uired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Se (Instr. 3) | | | 2A. Deemed Execution Date, i any (Month/Day/Yea | | | (Instr. 8) | | (A) or | 4. Securities Acquii (A) or Disposed of (Instr. 3, 4 and 5) | | | |) | | | ership In Be t (D) O | Nature of adirect eneficial wnership nstr. 4) | |
| | | | | | | | Code | V | Amou | nt (D) | Price | | | | | (Instr. | . 4) | |
| Common | Stock | | 02/13/2010 | | | | M | | 27,82 | 24 A | \$ 0 | 76,35 | 51 | | | D | | |
| Common | Stock | | 02/13/2010 | | | | F | | 9,029 | D | \$ 14.45 | 67,32 | 22 | | | D | | |
| Common | Stock | | 02/15/2010 | | | M | | 9,915 | 5 A | \$ 0 | 77,237 | | | D | | | | |
| Common | Stock | | 02/15/2010 | | | M | | 8,376 | 5 A | \$ 0 | 85,61 | 513 | | | D | | | |
| Common | Stock | | 02/15/2010 | | | | F | | 5,938 | B D | \$ 14.45 | 79,675 | | | | D | | |
| | | | | | | | | | | | | 38,88 | 37 | | | I | S | y pouse evocable |
| Common Reminder: R | | parate line for each | class of securities b | eneficially | y ow | ned o | directly or | _ | • | rho respo | nd to t | he colle | ection of | f informat | ion conta | ined | Т | rust 1474 (9-02) |
| | | parate line for each | | - Derivativ | ve So | ecuri | ties Acqu | Pers in th a cu | sons whis form | n are not valid Ol | require MB con neficiall | ed to re itrol nui | espond ι mber. | f informat unless the | | | SEC | |
| | | 3. Transaction Date | Table II - | - Derivativ (e.g., put 4. Transac Code | ve Se s, ca | 5. Nof E Secondary or E | tites Acquerarnts, lumber Derivative urrities uired (A) Disposed D) tr. 3, 4, | Persin that cut a cut of the cut | sons wants for the second seco | n are not valid Of l of, or Beartible secu isable and te | require MB con neficially irities) 7. Ti of U Secu | ed to re itrol nui | espond umber. ed Amount | | 9. Numbe | er of e | SEC 10. Owners Form of | 11. Nature of Indire Beneficial Ownersh (Instr. 4) |
| Reminder: R 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date | Table II - 3A. Deemed Execution Date, i | - Derivativ (e.g., put 4. Transac Code | ve Ses, ca | 5. Nof E Secondary of C or E of (Ins | ities Acqu varrants, fumber Derivative urities uired (A) Disposed D) tr. 3, 4, 5) | Persin that cut a cut of the cut | sons whis formation of the second of the sec | n are not valid Of l of, or Beartible secu isable and te | require MB con neficially irities) 7. Ti of U Secu | ed to restrol number of the last of the la | espond umber. ed Amount | 8. Price of Derivative Security | 9. Numbe Derivative Securities Beneficia Owned Following Reported | er of e lilly on(s) | SEC 10. Owners Form of Derivati Security Direct (or Indire | 11. Natur of Indire Beneficis Ownersh (Instr. 4) |
| Reminder: R 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date | Table II - 3A. Deemed Execution Date, i | - Derivati (e.g., put 4. Transac Code (Instr. 8 | ve Ses, ca | 5. N of Γ Sec Acq or Γ (Ins and | ities Acqu varrants, fumber Derivative urities uired (A) Disposed D) tr. 3, 4, 5) | Persin the a cutified, Date Exerci | sons whis formation of the second of the sec | n are not y valid Of l of, or Bei rtible secu (sable and te ('ear) | require MB con meficiall prities) 7. Ti of U Secu (Inst | ed to return of the control of the c | Amount or Number of | 8. Price of Derivative Security | 9. Numbe Derivative Securities Beneficia Owned Following Reported Transactio | plays er of eees | SEC 10. Owners Form of Derivative Security Direct (or Indirect (I) | 11. Natur of Indire Beneficis Ownersh (Instr. 4) |
| Reminder: R 1. Title of Derivative Security (Instr. 3) Restricted Stock | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year | Table II - 3A. Deemed Execution Date, i | - Derivatii (e.g., put 4. f Transac Code (Instr. 8 | ve Ses, ca | 5. N of Γ Sec Acq or Γ (Ins and | varrants, lumber Derivative urrities juired (A) Disposed D) tr. 3, 4, 5) | Persin that a cutified, Doptions 6. Date Expira (Monti | sons whis formurently sisposed section Dath/Day/Y | m are not y valid Of of, or Bei rtible section (sable and te (ear) | require MB connecticially rities 7. To of U Sect (Inst | ed to reterior number of the latest transfer of transfer of the latest transfer of the latest transfer of t | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Numbe Derivative Securities Beneficia Owned Following Reported Transactic (Instr. 4) | plays er of eees | SEC 10. Owners Form of Derivati Security Direct (or Indirect) (Instr. 4 | 11. Natur of Indire Beneficis Ownersh (Instr. 4) |

Relationships

Officer

Other

10%

Owner

Reporting Owner Name / Address

| 5 |
|---|
|---|

Signatures

| David C. Darnell/Roger C. McClary POA | 02/17/2010 |
|---------------------------------------|------------|
| **Signature of Reporting Person | 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) 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.