

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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 <b>NEIL COTTY</b>			2. Issuer Name and Ticker or Trading Symbol <b>BANK OF AMERICA CORP /DE/ [BAC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2010			CFO		
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 ____ 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	02/12/2010		A		43,356	A	\$ 0	53,920	D	
Common Stock	02/12/2010		F		15,957	D	\$ 14.45	37,963	D	
Common Stock	02/13/2010		M		47,301	A	\$ 0	85,264	D	
Common Stock	02/13/2010		F		20,080	D	\$ 14.45	65,184	D	
Common Stock	02/15/2010		M		15,434	A	\$ 0	80,618	D	
Common Stock	02/15/2010		F		6,552	D	\$ 14.45	74,066	D	
Common Stock								13,402	I	By Revocable Trust
Common Stock								3,056.81	I	Thrift Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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
Restricted Stock Units	\$ 0	02/12/2010		A		130,068		(2)	02/12/2013	Common Stock	130,068	\$ 0	130,068	D	
Restricted Stock Units	\$ 0	02/13/2010		M		47,301		(3)	02/13/2012	Common Stock	47,301	\$ 0	94,603	D	
Restricted Stock Units	\$ 0	02/15/2010		M		15,434		(2)	02/15/2010	Common Stock	15,434	\$ 0	0	D	

### Reporting Owners

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

NEIL COTTY 100 NORTH TRYON STREET CHARLOTTE, NC 28255			CFO	
---	--	--	-----	--

## Signatures

Neil Cotty/Roger C. McClary POA		02/17/2010
<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) This restricted stock grant is exempt under Rule 16b-3(d). These restricted shares vest upon grant and are payable as follows: 50% six months after the grant date and the remaining 50% eighteen months after the grant date.
- (2) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.
- (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.

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.