

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* Thompson Bruce R. <small>(Last) (First) (Middle)</small> 100 N. TRYON ST. <small>(Street)</small> CHARLOTTE, NC 28255 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC] 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2011 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Chief Risk Officer</div> 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
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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	02/15/2011		M		15,802	A	\$ 0	288,016	D	
Common Stock	02/15/2011		F		6,709	D	\$ 14.77	281,307	D	
Common Stock	02/15/2011		F ⁽¹⁾		13,503	D	\$ 14.77	267,804	D	
Common Stock								66.89	I	Thrift Trust

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				
Performance Restricted Stock Units	\$ 0 ⁽²⁾	02/15/2011		A		500,686		⁽²⁾	⁽²⁾	Common Stock	500,686	\$ 0	500,686	D	
Restricted Stock Units	\$ 0	02/15/2011		M			15,802	⁽³⁾	02/15/2011	Common Stock	15,802	\$ 0	0	D	
Stock Units 2011	\$ 0 ⁽⁴⁾	02/15/2011		A		61,729		⁽⁵⁾	02/15/2012	Common Stock	61,729	\$ 0	61,729	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Bruce R. 100 N. TRYON ST. CHARLOTTE, NC 28255			Chief Risk Officer	

Signatures

Bruce R. Thompson/Roger C. McClary POA	02/17/2011
<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) 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).

Award of performance contingent restricted stock units (PRsUs) on February 15, 2011 pursuant to the terms of a Performance Contingent Restricted Stock Unit Agreement and the Bank of America Corporation 2003 Key Associate Stock Plan (KASP), which is exempt under Rule 16b-3(d) subject to the attainment of pre-established performance goals. The PRsU performance goals are based on

(2) the Company's return on assets measured each quarter based on the prior 12 month period. Each performance period is comprised of four calendar quarters and occurs on a rolling quarterly basis. The first performance period is the four calendar quarters ending December 31, 2011 and the last performance period is the four calendar quarters ending December 31, 2015. To the extent earned, PRsUs will be settled 40% in cash and 60% in shares.

(3) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing on the first anniversary of the grant date.

(4) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.

(5) Award of stock units on February 15, 2011 pursuant to the terms of a Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vest and are payable solely in cash as follows: 1/12th of the stock units will vest and become payable on the 15th day of each month during the twelve month period beginning in March 2011 and ending in February 2012.

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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