

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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*<br>DESOER BARBARA J |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>BANK OF AMERICA CORP /DE/ [BAC]          |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>Pres, Home Loans & Insurance |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/28/2011                          |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person  |  |  |
| 100 NORTH TRYON STREET<br><br>(Street)                       |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |  |   |  |  |
| CHARLOTTE, NC 28255<br><br>(City) (State) (Zip)              |         |          | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 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                    | 02/28/2011                           |  | M                              |   | 7,062   | A          | \$ 0 (1) | 43,166  | D  |   |
| Common Stock                    | 02/28/2011                           |  | D                              |   | 7,062   | D          | \$ 14.29 | 36,104  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 255,907   | I  | By Joint Revocable Trust                              |
| Common Stock                    |                                      |  |                                |   |   |            |          | 13,855.15   | 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 |
| Stock Units                                | \$ 0 (1)   | 02/28/2011                           |  | M                              |   | 7,062   | (2)  | (2) | Common Stock  | 7,062                                      | \$ 0 (1)   | 155,388  | D  |                  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| DESOER BARBARA J<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 |               |           | Pres, Home Loans & Insurance |       |

## Signatures

Barbara J. Desoer/Roger C. McClary POA

\*\*Signature of Reporting Person

03/01/2011

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

The Stock Units were awarded on November 30, 2009 and December 31, 2009 pursuant to a Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vested upon grant and are payable solely in cash as follows: in 36 monthly installments beginning January 2011, provided that payments would be accelerated by twelve months upon

(2) repayment of our TARP financing. As a result of our repayment of all TARP financing in December 2009, the payment schedule was accelerated to 36 monthly installments beginning January 2010.

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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