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

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

esponses)																
Name and Address of Reporting Person * Montag Thomas K.			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) Director10% Owner						
(Last) (First) (Middle) 100 NORTH TRYON STREET				3. Date of Earliest Transaction (Month/Day/Year) 02/15/2012							X Officer (give title below) Other (specify below) Co-chief Operating Officer					
(Street) CHARLOTTE, NC 28255				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person					
	(State)	(Zip)				Гable I - 1	Non-De	rivativ	ve Securitie	s Acqu	uired, Di	sposed of,	or Beneficia	ally Owned		
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	ar) any		Date, if (Code	(A) o		or Disposed of (D		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		icially	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	Amoun	(A) or (D)	Price					(I)	
Common Stock						M		5,145	A		604,40	08			D	
Common Stock		02/15/2012				D	5	5,145			599,20	63			D	
Common Stock											7,556				I	Family Trust
Common Stock											144,0	144,012		I	GRAT II	
Common Stock											185,224 I		I	GRAT III		
Common Stock											19,87	5			I	GRAT IV
Common Stock											576,919		I		I	GRAT V
ort on a separa	ate line for each clas	s of securities bene				1	Person this for	m are	not requi		respon	d unless			n SEC	C 1474 (9-02)
		Table II						osed of	f, or Benefic	cially (r.				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transac Code	uts, o	5. Numb Derivativ Securitie Acquired Disposed	er of /e s l (A) or	ions, co	osed of onverti Exerc tion Da	f, or Beneficible securities is able and ate	rially (es) 7. Tof U		Amount		9. Number Derivative Securities Beneficially Owned Following	Owner Form o	Ownersh y: (Instr. 4)
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transac Code	uts, o	5. Numb Derivativ Securitie Acquired Disposed	er of er of es l (A) or l of (D)	6. Date Expirat	e Exerc tion Da h/Day/Y	f, or Beneficible securiting is able and atter atternal (Security Pear)	rially (es) 7. Tof U	Owned Title and Underlying curities str. 3 and	Amount	Derivative Security	Derivative Securities Beneficially Owned	Owner Form of Deriva Securit Direct or Indi	ship of Indired Beneficia Ownersh (Instr. 4)
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	(e.g., production of the content of	etion 3)	5. Numb Derivativ Securitie Acquired Disposed (Instr. 3,	er of the second of (D) (D) (D)	6. Date Expirat (Month	e Exerction Day/Y	f, or Beneficible securiting is able and atter atternal (Security Pear)	7. Tof U Sec (Ins	Owned Title and Underlying curities str. 3 and	Amount or Number	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owner Form of Deriva Securit Direct or Indi (s) (I) (Instr.	ship of Indired Beneficia Ownersh (Instr. 4)
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Transaction Date (Month/Day/Year) (Month/Day/Year) Code V Ock 02/15/2012 M Ock 02/15/2012 D Ock Ock Ock Ock Ock Ock Ock	Address of Reporting Person* mas K. 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Table 1- Non-Derivative Securities Acquired, Disposed of, (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Table 1- Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. 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If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (State) (State) (Zo) Table I - Non-Derivative Securities Acquired, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Transaction Date (Month/Day/Year) (Month/D	Address of Reporting Person* BANK OF AMERICA CORP /DE BAC Circle (First) (Nitidal) A. Date of Earliest Transaction (Month/Day/Year) (Street) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, iff any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Observed of (Disposed o	Address of Reporting Person 2 mas K. Carrier Carrie

		Relationships						
Reporting Ow	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Troporting 0 W								

Montag Thomas K.			
100 NORTH TRYON STREET		Co-chief Operating Officer	
CHARLOTTE, NC 28255			

Signatures

Thomas K. Montag/Roger C. McClary POA	02/17/2012
**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) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.
- Award of restricted stock units on February 15, 2012 pursuant to the terms of a Restricted Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vest and are payable (2) 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 2012 and ending in February
 - Award of performance contingent restricted stock units (PRSUs) on February 15, 2012 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
- (3) on 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, 2012 and the last performance period is the four calendar quarters ending December 31, 2016. To the extent earned, PRSUs will be settled 100% in shares. The earliest potential settlement date is March 1, 2015.
- (4) The stock units were awarded 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.

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.