## FORM 4

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

OMB APPRO	OVAL					
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

obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

•	orting Person*																	
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						
RYON S	(First) TREET		3. Date of Earliest Transaction (102/15/2012					Month/Day/Year)				X_O	X Officer (give title below) Other (specify below)  Co-chief Operating Officer					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person						
											Form	Form fried by More than One Reporting Person						
	(State)	(Zip)				Tal	ble I - I	Non-	Derivati	ive Securit	ies A	cquired, Di	sposed of,	or Beneficia	ally Owned			
(Instr. 3)		2. Transaction Date (Month/Day/Year	r) any		ate, if	f Code (Instr. 8)		(A) or I		Disposed of (D)		Owned Following Transaction(s)		•		Ownership Form:	Indir Bene	ficial
			(Wolfu	ЛЭау	/ I car)	Co	ode	V	Amoun	(A) or (D)	Price		(IIIST: 3 and 4)		c (			
		02/15/2012				N	M		5,145	A	\$ 0 (1)	125,28	285			)		
		02/15/2012				I	D		5,145	D	\$ 7.78	120,14	,140		I	)		
												38,887			I		By Spor Rev Trus	ocable
on a separat	te line for each class		- Deriva	ntive	Securi	ties A	cquire	Pers this curre	form ar ently va sposed o	e not required in the second of the second o	uired contr	to respon	d unless			n Si	EC 147	4 (9-02)
1. Title of Derivative Conversion Date (Instr. 3) Price of Derivative Security		any	4. 5. Nur if Transaction Deriv. Code Secur ar) (Instr. 8) Acqui Dispo			umber of vative urities uired (A) or losed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)  7. See (In			f Underlying securities				Own Form Deriv Secu Direct	of vative rity: ct (D)	(Instr. 4)	
			Code	V	(A	)	(D)				n -	Title	Amount or Number of Shares		Reported Transaction (Instr. 4)	n(s) (I)		
\$ 0 (2)	02/15/2012		A		540,8	381			(2)	(2)	(	Common Stock	540,881	\$ 0	540,88	1 ]	)	
\$ 0 <u>(1)</u>	02/15/2012		М				5,145		(3)	02/15/20	012	Common Stock	5,145	\$ 0 (1)	0	1	)	
oo i i i i i i i i i i i i i i i i i i	nversion Exercise ce of rivative curity	n a separate line for each class  noversion Exercise (Month/Day/Year)  S 0 (2) 02/15/2012	NC 28255  (State)  (Zip)  2. Transaction Date (Month/Day/Year)  02/15/2012  02/15/2012  Table II  Table II  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	NC 28255  (State)  2. Transaction Date (Month/Day/Year)  02/15/2012  02/15/2012  1. Transaction Date (Month/Day/Year)  02/15/2012  1. Transaction Date (Month/Day/Year)  1. Table II - Deriva (e.g., p.	Table II - Derivative (e.g., puts, or locate)  So (2) 02/15/2012	NC 28255  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  02/15/2012  02/15/2012  Table II - Derivative Securites, pair (e.g., puts, calls, we confirm the confirmation of the confirmation o	NC 28255    State   (Zip)   Ta	NC 28255  (State)  (Zip)  Table I -  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Date (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt on the continuative conti	NC 28255  (State)  (Zip)  (Zip)  (An Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (An Separate line for each class of securities beneficially owned directly or indirectly.  (Code V)  (Code V)	NC 28255    State   Czip   Table I - Non-Derivative Execution Date, if Code (Instr. 8)   Code (Instr. 8)	NC 28255  (State)  2. Transaction Date (Month/Day/Year)  2. A. Deemed Execution Date, if (Instr. 8)  (Instr. 8)  (A) or Disposed of (Instr. 3, 4 and 5)  (A) or (D)  (A) or (D	NC 28255  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  (A) or	NC 28255  (State)  (Zip)  Table 1 - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  2.A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Diate (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Diate (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3)  (A) or Owned I Transaction (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  Diate (Reg., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ceg., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities)  (Month/Day/Year)  A. Demed Execution Date, if Transaction Derivative (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  A. Date (Month/Day/Year)  (Month/Day/Year)  A S40,881  (2) (2) Common Stock  (Common Stock)	NC 28255  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, Order (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 3 and 4)	Table 1 - Non-Derivative Securities Acquired, Objected of Code (Instr. 3)    Code   V   Amount (A) or Objected of Code (Instr. 3)   Code   V   Amount (Instr. 3)   Code (Instr. 3)   Code (Instr. 4)   Code (Instr. 4)   Code (Instr. 4)   Code (Instr. 4)   Code (Instr. 5)   Code (Instr. 6)   Code (Instr. 7)   Code (Instr	NC 28255  (State) (Zap)  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) Oz (Instr. 3, 4 and 5)  (Instr. 3)  (Instr. 4)  (Instr. 5)  (Ins	NC 28255  (Stute) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) 2/15/2012  M	Common   Securities   Securit

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Darnell David C. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Co-chief Operating Officer					

### **Signatures**

David C. Darnell/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 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
- (2) 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.
- (3) 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.