

# 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 * <b>GIFFORD CHARLES K</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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/12/2012</b>					
100 NORTH TRYON STREET								
(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 <input type="checkbox"/> Form filed by More than One Reporting Person		
CHARLOTTE, NC 28255								
(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	06/12/2012		P		426,297 (1)	A	\$ 7.36	515,046 (2)	D	
Common Stock	06/12/2012		J(3)		100,000 (3)	A	\$ 7.36	615,046	D	
Common Stock	06/12/2012		P		7,245 (4)	A	\$ 7.36	622,291	D	
Common Stock	06/12/2012		P		49,252 (1)	A	\$ 7.36	49,252	I	By spouse Anne
Common Stock								1,090.02	I	As Custodian for Children
Common Stock								23,650	I	GRAT
Common Stock								100,000	I	GRAT VIII

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

SEC 1474 (9-02)  
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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		Date Exercisable	Expiration Date					

## Reporting Owners

Relationships
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Reporting Owner Name / Address	Director	10% Owner	Officer	Other
GIFFORD CHARLES K 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

## Signatures

Charles K. Gifford/Roger C. McClary POA		06/13/2012
<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).
  - Represents 475,549 shares formerly held in a family LLC, with respect to which the reporting person acquired indirect beneficial ownership upon acquisition of voting interests in the LLC. On the same date, such shares were distributed by the LLC in a pro rata distribution to the reporting person and his spouse in a transaction exempt under Rule 16a-13.
  - (1) Excludes 100,000 shares previously owned directly by the reporting person which were contributed to GRAT VIII on June 13, 2012 in a transaction exempt under Rule 16a-13.
  - (2) Represents shares which became directly owned by the reporting person through a substitution of assets in GRAT VII.
  - (3) Represents shares transferred from a family trust to the reporting person in partial satisfaction of obligations of the trust to the reporting person.
  - (4)

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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