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 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

1. Name and	Address of F	Reporting Person *		2. Issuer	Name	nd Tick	er or Tı	rading	Symbol		5	. Relationshi	p of Reporti	ng Person(s) t	Issuer	
Thompson	hompson Bruce R.			2. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC]							(Check all applicable)Director10% Owner					
100 N. TR	(Last) (First) (Middle) 0 N. TRYON ST.			3. Date of Earliest Transaction (Month/Day/Year) 10/15/2012								X Officer (give title below) Other (specify below) Chief Financial Officer				
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person				
CHARLOTTE, NC 28255										-						
(City)	· · · · · · · · · · · · · · · · · · ·		(Zip)	Table I - Non-Derivative Securities Acqu							s Acquir	uired, Disposed of, or Beneficially Owned				
1.Title of Sec	curity		2. Transaction	2A. Deen	ned	3. Tr	ansactio	on 4	Securi	ties Acq	uired 5	. Amount of	Securities B	eneficially	5.	7. Nature
(Instr. 3)			Date (Month/Day/Year)	Execution Date, if any			Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)		Ownership Form:	of Indirect Beneficial	
			,	(Month/I	Day/Ye	ar)		Ì			(1	Instr. 3 and 4)		Direct (D) or Indirect	Ownership (Instr. 4)
						Co	de	V A	mount	(A) or (D)	Price				I) Instr. 4)	(Insu: 1)
Common S	Stock		10/15/2012			N	1	8	,490	A	\$ 0 (1)	283,490			D	
Common S	Stock		10/15/2012			I)	8	,490	D	\$ 9.44	275,000			D	
Common S	Stock										6	59.07			[401(k) Plan
Reminder: Re	eport on a seg	parate line for each	class of securities t	beneficially	y owne	l directly	Po in	erson	s who orm ar	re not re	equired	to respond	unless the	tion contair e form	ed SEC	1474 (9-02)
Reminder: Re	eport on a se	parate line for each	Table II -				Po in di	ersons this f isplay	s who orm ar s a cur	re not re rrently v	equired alid OM	to respond IB control i	unless the		ed SEC	1474 (9-02)
1. Title of	2.	3. Transaction	Table II -	Derivative (e.g., puts.	e Secu , calls,	rities Acc warrant Number	quired,	ersons this f isplay , Dispo ons, con	s who form ar s a cur sed of, nvertib	re not re rrently v or Bene le securi	equired valid OM ficially Otties)	to respond IB control i Owned and Amount	unless the number.	9. Number o	f 10.	11. Natu
1. Title of Derivative		3. Transaction	Table II - 3A. Deemed Execution Date, in	Derivative (e.g., puts.	e Secu , calls,	rities Acc warrant Number	quired, s, option 6. Da Expi	ersons this f isplay , Dispo ons, con ate Exe	s who form ar s a cur sed of, nvertib	or Bene le securi	equired valid OM ficially O	to respond IB control in Owned and Amount rlying	unless the number.	9. Number of Derivative Securities	f 10.	11. Natu
1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction Date	Table II - 3A. Deemed Execution Date, in	Derivative (e.g., puts, 4.) Transac Code	e Secu , calls, 5. ortion D D Solver Security	rities Acc warrant Number	quired, s, option 6. Da Expi	ersons this f isplay , Dispo ons, con ate Exe	s who orm ar s a cur sed of, nvertib recisable Date	or Bene le securi	ralid OM ficially O fities) 7. Title a of Under	to respond IB control in Owned and Amount rlying es	8. Price of Derivative	9. Number of Derivative	f 10. Owners	hip of Indire f Beneficive Ownersl
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date	Table II - 3A. Deemed Execution Date, it	Derivative (e.g., puts, 4.) Transac Code	e Secu, calls, 5. cition D D S. A	rities Acc warrant Number erivative eccurities equired	quired, s, option 6. Da Expi	ersons this f isplay , Dispo ons, con ate Exe	s who orm ar s a cur sed of, nvertib recisable Date	or Bene le securi	ficially Offices) 7. Title a of Under Securities	to respond IB control in Owned and Amount rlying es	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	f 10. Owners Form o Derivat Securit Direct (11. Natt. hip of Indire f Benefici ve Ownersl y: (Instr. 4
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, it	Derivative (e.g., puts, 4.) Transac Code	e Secu, calls,	Number Privative securities equired a) or isposed f(D)	quired, 6. Da Expi (Mon	ersons this f isplay , Dispo ons, con ate Exe	s who orm ar s a cur sed of, nvertib recisable Date	or Bene le securi	ficially Offices) 7. Title a of Under Securities	to respond IB control in Owned and Amount rlying es	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	f 10. Owners Form o Derivat Security Direct (or Indir s) (I)	11. Nature of Indirection of Indirec
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, it	Derivative (e.g., puts, 4.) Transac Code	e Secu , calls, 5. or D Si A (/	Number Privative	quired, 6. Da Expi (Mon	ersons this f isplay , Dispo ons, con ate Exe	s who orm ar s a cur sed of, nvertib recisable Date	or Bene le securi	ficially Offices) 7. Title a of Under Securities	to respond 1B control i Owned and Amount rlying es and 4)	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	f 10. Owners Form o Derivat Securit; Direct (or Indir	11. Nature of Indirection of Indirec
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, it	Derivative (e.g., puts, 4.) Transac Code	e Secu , calls, 5. or D Si A (/	Number erivative eccurities equired () or isposed (D) astr. 3, 4,	quired, s, option 6. Da Expi (Mon	ersonanthis fisplay , Dispons, contact Exercitation in the disposanthis in the dispos	s who form ar s a cur sed of, nvertib crcisable Date y/Year)	or Bene e and	ficially Offices) 7. Title a of Under Securities	to respond IB control in Owned and Amount rlying es	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	f 10. Owners Form o Derivat Security Direct (or Indir s) (I)	11. Nature of Indirection of Indirec
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D # 0 N /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Thompson Bruce R. 100 N. TRYON ST. CHARLOTTE, NC 28255			Chief Financial Officer				

Signatures

**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.
 - These restricted stock units were awarded 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
- (2) 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 2012 and ending in February 2013.

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.