

# 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>NEIL COTTY</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Accounting Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/15/2013</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	02/15/2013		M		86,792	A	\$ 0 (1)	154,592	D	
Common Stock	02/15/2013		M		52,812	A	\$ 0	207,404	D	
Common Stock	02/15/2013		F		25,324 (2)	D	\$ 12.03	182,080	D	
Common Stock	02/15/2013		D		86,792	D	\$ 12.03	95,288	D	
Common Stock								3,135.92	I	By 401k
Common Stock								27,101	I	By Revocable Trust
Common Stock								136,210	I	GRAT

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2013 Restricted Stock Units	\$ 0 (1)	02/15/2013		A		173,513	(3)	02/15/2016	Common Stock	173,513	\$ 0 (1)	173,513	D	
Restricted Stock Units	\$ 0 (4)	02/15/2013		M		52,812	(5)	02/15/2014	Common Stock	52,812	\$ 0 (4)	52,813	D	
Restricted Stock Units	\$ 0 (1)	02/15/2013		M		86,792	(6)	02/15/2015	Common Stock	86,792	\$ 0 (1)	173,586	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEIL COTTY 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Chief Accounting Officer	

## Signatures

Neil Cotty/Evelyn King POA		02/15/2013
<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).

- (1) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.
- (2) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).
- (3) These restricted stock units, which are exempt under Rule 16b-3(d), vest and are payable solely in cash in three equal annual installments commencing with the first anniversary of the February 15, 2013 grant date.
- (4) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.
- (5) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing on the first anniversary of the grant date.
- (6) These restricted stock units, which are exempt under Rule 16b-3(d), vest and are payable solely in cash in three equal annual installments commencing with the first anniversary of the February 15, 2012 grant date.

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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