

# 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 Thompson Bruce R.			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer		
(Last) 100 N. TRYON ST.	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2013					
(Street) CHARLOTTE, NC 28255			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		
(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		8,491	A	\$ 0 (1)	600,568	D	
Common Stock	02/15/2013		D		8,491	D	\$ 12.03	592,077	D	
Common Stock								69.07	I	401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2012 Cash Settled Restricted Stock Units	\$ 0 (1)	02/15/2013		M		8,491		(2)	02/15/2013	Common Stock	8,491	\$ 0 (1)	0	D	
2013 Performace Stock Units	\$ 0 (1)	02/15/2013		A		255,239		(3)	(3)	Common Stock	255,239	\$ 0 (1)	255,239	D	
2013 Restricted Stock Units	\$ 0 (4)	02/15/2013		A		255,239		(5)	02/15/2016	Common Stock	255,239	\$ 0 (4)	255,239	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Bruce R. 100 N. TRYON ST. CHARLOTTE, NC 28255			Chief Financial Officer	

## Signatures

Bruce R. Thompson/Evelyn King POA	02/15/2013
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## 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 and are

(2) 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.

(3) See exhibit ex99

(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 February 15, 2013 grant date.

### Remarks:

psu.txt

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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Grant footnote for PSUs

Award of performance stock units (PSUs) on February 15, 2013 pursuant to the terms of a Performance Stock Units 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. One-half of the PSUs reported have performance goals based on the Company's three year average return on assets and one-half of the PSUs reported have performance goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2013 and ending December 31, 2015. To the extent earned, the award shall be settled 100% in cash based on the closing price of Bank of America common stock on the settlement date.