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

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

(Print or Type	Responses)		_												
Name and Address of Reporting Person * MOYNIHAN BRIAN T				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) X Director 10% Owner				
(Last) (First) (Middle) 100 NORTH TRYON STREET				3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014							X_ Officer (give title below) Other (specify below) CEO and President				
(Street) CHARLOTTE, NC 28255				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(Instr. 3)		2. Transaction Date (Month/Day/Year	r) any	xecution Date, if	(Instr. 8)		on 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)		, I	Ownership Form:	7. Nature of Indirect Beneficial Ownership	
						Code	V	Amount	(A) or (D)	Price	ice		(or Indirect (Instr. 4) I) Instr. 4)	
Common S	Common Stock 02		02/15/2014			M		61,749	A	\$ 0 (1	543,555])	
Common Stock		02/15/2014			M		23,156	A	\$ 0	566,711])		
Common Stock 02/1		02/15/2014			D		23,156	D	\$ 16.7	543,555	543,555)		
Common Stock 02/		02/15/2014			F		25,652	D	\$ 16.7 (2)	517,903		1)		
Common Stock										2,861.64		1		401(k) Plan	
Common Stock										1,276		1		Family Trust	
Reminder: Re	port on a separa	ate line for each clas	s of securities benef	ficially owned	directl	y or indirectly	y.						1		
						1	this f	orm are	not req	uired to	e collection of info respond unless number.			SEC	1474 (9-02)
			Table II	I - Derivative (e.g., puts,		ties Acquire					Owned				
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any		Deriva	nber of tive ties Acquired	Exp	ate Exerci iration Da onth/Day/Y	te	of	Title and Amount Underlying ccurities	Derivative	9. Number of Derivative Securities		hip of Indire

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)	Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		of Underlying Securities		Derivative Security (Instr. 5)	Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
2014 Cash Settled Restricted Stock Units	(3)	02/14/2014		A		225,361		(4)	02/14/2015	Common Stock	225,361	\$ 0 (3)	225,361	D	
2014 Performance Restricted Stock Units	<u>(3)</u>	02/14/2014		A		375,601		(5)	(5)	Common Stock	375,601	\$ 0 ⁽³⁾	375,601	D	
2014 Restricted Stock Units	(1)	02/14/2014		A		150,241		<u>(6)</u>	02/14/2017	Common Stock	150,241	\$ 0 (1)	150,241	D	
2013 Cash Settled Restricted Stock Units	\$ 0 (3)	02/15/2014		M			23,156	(7)	02/15/2014	Common Stock	23,156	\$ 0 (3)	0	D	
2013 Restricted Stock Units	\$ 0 (1)	02/15/2014		M			61,749	<u>(8)</u>	02/15/2016	Common Stock	61,749	\$ 0 ⁽¹⁾	123,499	D	

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MOYNIHAN BRIAN T 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X		CEO and President	

Signatures

Brian T. Moynihan/Evelyn King POA	02/19/2014
**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 restricted stock unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (2) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock units, which is exempt under Rule 16b-3(e).
- (3) Each restricted stock unit is the economic equivalent of one share of Bank of America Corporation common stock.
- Award of restricted stock units on February 14, 2014 pursuant to the terms of a Restricted Stock Unit Award Agreement and the Bank of America Corporation 2003 Key Associate Stock Plan (KASP) (4) which is exempt under rule 16b-3(d). These restricted stock units vest and are payable solely in cash as follows: 1/12th of the restricted stock units will vest and become payable on the 14th day of each month during the 12-month period beginning March 2014 and ending in February 2015.
 - Award of performance restricted stock units (PRSUs) on February 14, 2014 pursuant to the terms of a Performance Restricted Stock Units Agreement and the KASP, which is exempt under Rule 16b-3(d) subject to the attainment of pre-established performance goals. One-half of the PRSUs reported have performance goals based on the Company's three year average return on assets and one-half
- (5) of the PRSUs reported have performance goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2014 and ending December 31, 2016. To the extent earned, the award shall be settled 100% in cash based on the closing price of Bank of America Corporation common stock on the settlement date. The reported number of PRSUs represents the "target" amount of the award; the actual award upon vesting may range between 0% and 125% of the target, depending upon satisfaction of the performance goals.
- (6) Award of restricted stock units on February 14, 2014 pursuant to the terms of a Restricted Stock Unit Award Agreement and the KASP, which is exempt under rule 16b-3(d). These units vest in three equal annual installments commencing with the first anniversary of the February 14, 2014 grant date.
- (7) On February 15, 2013, the reporting person was granted restricted stock units, vesting and payable solely in cash as follows: 1/12th of the restricted stock units vested and became payable on the 15th day of each month during the twelve month period beginning March 2013 and ending in February 2014.
- (8) On February 15, 2013, the reporting person was granted restricted stock units, vesting in three equal annual installments commencing with the first anniversary of the grant date.

Remarks:

moynihan.txt

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.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Evelyn King,

Michael Hoes, Knut Nodeland, Amanda Daniel and Michael Pressman as the undersigned's true and

lawful attorneys-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person

pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and

the rules thereunder of Bank of America Corporation (the Company), Forms 3, 4 and 5 in accordance $\,$

with Section 16(a) of the Exchange Act;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or

desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United

States Securities and Exchange Commission and the New York Stock Exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion

of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the

undersigned, it being understood that the documents executed by any of such attorneys-in-fact on $% \left(1\right) =\left(1\right) +\left(1\right) +\left$

behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain

such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of

such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and

perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the $\ensuremath{\mathsf{E}}$

exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the

undersigned might or could do if personally present, with full power of substitution or revocation, $% \left(1\right) =\left(1\right) \left(1\right) \left($

hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes

of any of such attorneys in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney

and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact,

in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company

assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to

file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued

by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing

attorneys-in-fact. This Power of Attorney also serves to revoke as of the date hereof, any Power of Attorney

previously filed for the purpose of executing filings pursuant to Section 16 of the Exchange Act on behalf of the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed

as of this 31st day of January, 2014.

Signature:	/S/Brian	Т.	Movnihan
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Name: Brian T. Moynihan