### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 MOYNIHA		Reporting Person* N T					nd Ticker ERICA		· ·					lationship Director		g Person(s) to all applicable		
100 NORT	TH TRYO	(First) N STREET		3. Date of 07/14/2			Transactio	on (Mor	th/Da	ay/Yea	ar)				c title below)		er (specify bel	ow)
		(Street)		4. If Ame	ndm	ent, l	Date Origi	nal File	d(Mon	th/Day/	Year)		_X_ Fo	orm filed by 0	One Reporting I	Person Reporting Person	Applicable Li	ne)
CHARLO	TTE, NC 2													illi illed by N	nore than One i	ceporting r crson		
(City)		(State)	(Zip)				Table I	- Non-l	Deriv	ative :	Securitie	es Acqui	ired, l	Disposed	of, or Benef	icially Own	ed	
1.Title of Sec (Instr. 3)	curity		2. Transaction Date (Month/Day/Year)	2A. Dee Execution any (Month/	on D	ate, i	(Instr. 8		(A)	or Di	ties Acqu sposed of 4 and 5)	of (D)	Own Trans		Securities Being Reporte	d	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(ivioliti)	Day	, i cui	Code	e V	An	nount	(A) or (D)	Price	(Histi	. 5 und 1)			or Indirect (I) (Instr. 4)	(Instr. 4)
Common S	Stock		07/14/2014				M		18	,780		\$ 0 (1)	614,	520			D	
Common S	Stock		07/14/2014				D		18	,780	1)	\$ 15.57	595,	740			D	
Common S	Stock												2,86	1.64			I	401(k) Plan
Common S	Stock												1,27	'6			I	Family Trust
Reminder: Re	eport on a sep	parate line for each	class of securities b	eneficiall	y ow	ned o	directly or	indirec	tly.									
								in th	nis fo	rm a		equired	to re	espond ι		on contain form displa		1474 (9-02
			Table II -				ities Acqu						Owne	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, it any (Month/Day/Year	4. Transac Code	ction	5. N of I Sec	lumber	6. Date	Exe	rcisab Date	le and	<del></del>	derlyii ities	J	Derivative Security	9. Number of Derivative Securities Beneficially	Owners Form o	f Benefi
(msu. 3)	Derivative Security		(Month/Day/ Fear	) (instr. c	·)	or I	Disposed D) tr. 3, 4,					(msu.	3 and	.4)	(Instr. 5)	Owned Following Reported Transaction	Securit Direct ( or Indir	y: (Instr.
				Code	V	(4)	(D)	Date Exerci	sable		ration	Title		Amount or Number of Shares		(Instr. 4)	(Instr. 4	4)
2014 Cash Settled Restricted	<u>(1)</u>	07/14/2014		M	V	(A)	(D) 18,780	<u>(2</u>	<u>2)</u>	02/1	4/2015	Com		18,780	\$ 0 <u>(1)</u>	131,461	D	
Stock Units																		

# **Reporting Owners**

		Re	elationships	
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	07/16/2014
**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 is the economic equivalent of one share of Bank of America Corporation common stock.
- (2) Payment was made pursuant to the terms of a Restricted Stock Unit Award Agreement. As per the Agreement, one-twelfth of the stock units vest and become payable on the 14th day of each month during the 12-month period beginning March 2014 and ending in February 2015.

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.