

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 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)

1. Name and Address of Reporting Person * <b>Darnell David C.</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>Vice Chr, Glob Wlth &amp; Inv Mgmt</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/13/2015</b>		
100 NORTH TRYON STREET					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
CHARLOTTE, NC 28255			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)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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							194,708		D	
Common Stock							38,887		I	By Spouse Revocable Trust

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				
2015 Performance Restricted Stock Units	(1)	02/13/2015		A		143,519		(2)	(2)	Common Stock	143,519	\$ 0 (1)	143,519	D	
2015 Restricted Stock Units	(3)	02/13/2015		A		143,519		(4)	02/13/2018	Common Stock	143,519	\$ 0 (3)	143,519	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Darnell David C. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Vice Chr, Glob Wlth & Inv Mgmt	

## Signatures

David C. Darnell/Evelyn D. King POA	02/17/2015
<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 unit is the economic equivalent of one share of Bank of America Corporation common stock.

Award under the Bank of America Corporation 2003 Key Associate Stock Plan in a transaction that is exempt under Rule 16b-3(d). These units are subject to the attainment of pre-established performance goals. One-half of the units reported have performance goals based on the Company's three year average return on assets and one-half of the units reported have performance goals

(2) based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2015 and ending December 31, 2017. To the extent earned, the award will 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 units 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.

(3) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.

(4) Award under the Bank of America Corporation 2003 Key Associate Stock Plan in a transaction that is exempt under Rule 16b-3(d). These units vest in three equal annual installments commencing on the first anniversary of the February 13, 2015 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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