

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the
Investment Company Act of 1940

☐ Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Responses)

| | | | | | | | | |
|--------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------|---|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| 1. 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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO | | |
| (Last) (First) (Middle) 100 NORTH TRYON STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2021 | | | | | |
| (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) | | | 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 | 02/15/2021 | | M | | 46,059 | A | (1) | 1,764,178 |
| Common Stock | 02/15/2021 | | F | | 20,617 | D | \$ 33.37 | 1,743,561 |
| Common Stock | 02/15/2021 | | M | | 58,235 | A | (1) | 1,801,796 |
| Common Stock | 02/15/2021 | | F | | 26,366 | D | \$ 33.37 | 1,775,430 |
| Common Stock | 02/15/2021 | | M | | 48,351 | A | (1) | 1,823,781 |
| Common Stock | 02/15/2021 | | F | | 21,778 | D | \$ 33.37 | 1,802,003 |
| Common Stock | 02/15/2021 | | M | | 18,132 | A | (3) | 1,820,135 |
| Common Stock | 02/15/2021 | | D | | 18,132 | D | \$ 33.37 | 1,802,003 |
| Common Stock | | | | | | | | 3,191.929 |
| | | | | | | | | 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 | | | |
| 2018 Restricted Stock Units | (1) | 02/15/2021 | | M | | 46,059 | (4) | 02/15/2021 | Common Stock | 46,059 | (1) | 0 | D | |
| 2019 Restricted Stock Units | (1) | 02/15/2021 | | M | | 58,235 | (5) | 02/15/2022 | Common Stock | 58,235 | (1) | 58,235 | D | |
| 2020 Restricted Stock Units | (1) | 02/15/2021 | | M | | 48,351 | (6) | 02/15/2023 | Common Stock | 48,351 | (1) | 96,703 | D | |

| | | | | | | | | | | | | | | | |
|---------------------------------------------------------|-----|------------|--|---|--|--|--------|-----|------------|-----------------|--------|-----|---|---|--|
| 2020 Cash Settled Restricted Stock Units | (3) | 02/15/2021 | | M | | | 18,132 | (7) | 02/15/2021 | Common Stock | 18,132 | (3) | 0 | D | |
|---------------------------------------------------------|-----|------------|--|---|--|--|--------|-----|------------|-----------------|--------|-----|---|---|--|

Reporting Owners

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

Signatures

| | | |
|-----------------------------------------|--|------------|
| Brian T. Moynihan / Michael P. Lapp POA | | 02/17/2021 |
| **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 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 a tax withholding obligation.

(3) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.

(4) On February 15, 2018, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2019.

(5) On February 15, 2019, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2020.

(6) On February 14, 2020, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2021.

(7) On February 14, 2020, the reporting person was granted units, vesting and payable solely in cash as follows: 1/12th of the stock units vest and become payable on the 15th day of each month during the 12-month period beginning in March 2020 and ending in February 2021.

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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