

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

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

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) President, The Private Bank
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2023	
(Last) (First) (Middle) 100 N TRYON STREET	4. If Amendment, Date of 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
(Street) CHARLOTTE NC 28255		
(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	02/15/2023		M		13,055	A	(1)	216,564	D	
Common Stock	02/15/2023		F		6,014 ⁽²⁾	D	\$35.56	210,550	D	
Common Stock	02/15/2023		M		11,621	A	(1)	222,171	D	
Common Stock	02/15/2023		F		5,405 ⁽²⁾	D	\$35.56	216,766	D	
Common Stock	02/15/2023		M		11,304	A	(1)	228,070	D	
Common Stock	02/15/2023		F		5,365 ⁽²⁾	D	\$35.56	222,705	D	

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 Securities Underlying Derivative Security (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: 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				
2020 Restricted Stock Units	(1)	02/15/2023		M			13,055	(3)	02/15/2023	Common Stock	13,055	(1)	0	D	
2021 Restricted Stock Units	(1)	02/15/2023		M			11,621	(4)	02/15/2025	Common Stock	11,621	(1)	23,242	D	
2022 Restricted Stock Units	(1)	02/15/2023		M			11,304	(5)	02/15/2026	Common Stock	11,304	(1)	33,915	D	

Explanation of Responses:

- Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- Disposition of shares to the issuer to satisfy a tax withholding obligation.
- On February 14, 2020, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2021.
- On February 12, 2021, the reporting person was granted units, vesting in four equal annual installments commencing on February 15, 2022.
- On February 15, 2022, the reporting person was granted units, vesting in four equal annual installments commencing on February 15, 2023.

Kathleen A. Knox / Michael P. Lapp
 POA

02/17/2023

** Signature of Reporting Person

Date

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

* 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).

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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