

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 * <u>Thompson Bruce R.</u>  (Last) (First) (Middle) <u>100 NORTH TRYON STREET</u>  (Street) <u>CHARLOTTE NC 28255</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BANK OF AMERICA CORP/DE/ [ BAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)  <u>Vice Chair, Head Ent Credit</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</u>		
	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

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		35,897	A	(1)	736,168	D	
Common Stock	02/15/2023		F		17,394 <sup>(2)</sup>	D	\$35.56	718,774	D	
Common Stock	02/15/2023		M		15,000	A	(1)	733,774	D	
Common Stock	02/15/2023		F		7,269 <sup>(2)</sup>	D	\$35.56	726,505	D	
Common Stock	02/15/2023		M		36,163	A	(1)	762,668	D	
Common Stock	02/15/2023		F		17,212 <sup>(2)</sup>	D	\$35.56	745,456	D	
Common Stock	02/15/2023		M		20,265	A	(1)	765,721	D	
Common Stock	02/15/2023		F		9,298 <sup>(2)</sup>	D	\$35.56	756,423	D	
Common Stock	02/15/2023		M		40,384	A	(1)	796,807	D	
Common Stock	02/15/2023		F		18,167 <sup>(2)</sup>	D	\$35.56	778,640	D	
Preferred Stock, Series NN								60,000	D	
Preferred Stock, Series LL								40,000	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				
2019 Restricted Stock Units	(1)	02/15/2023		M			35,897	(3)	(3)	Common Stock	35,897	(1)	35,898	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		35,897		(3)	02/15/2025	Common Stock	35,897	(1)	71,794	D	
Vested Restricted Stock Units	(1)	02/15/2023		M			35,897	(3)	02/15/2025	Common Stock	35,897	(1)	35,897	D	
Restricted Stock Units	(1)	02/15/2023		M			21,000	(4)	(4)	Common Stock	21,000	(1)	54,000	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		21,000		(4)	02/15/2027	Common Stock	21,000	(1)	36,000	D	
Vested Restricted Stock Units	(1)	02/15/2023		M			15,000	(4)	02/15/2027	Common Stock	15,000	(1)	21,000	D	
2020 Restricted Stock Units	(1)	02/15/2023		M			36,163	(5)	(5)	Common Stock	36,163	(1)	72,326	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		36,163		(5)	02/15/2026	Common Stock	36,163	(1)	72,326	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				
Vested Restricted Stock Units	(I)	02/15/2023		M			36,163	(5)	02/15/2026	Common Stock	36,163	(I)	36,163	D	
2021 Restricted Stock Units	(I)	02/15/2023		M			20,265	(6)	(6)	Common Stock	20,265	(I)	60,797	D	
Vested Restricted Stock Units	(I)	02/15/2023		M		20,265		(6)	02/15/2027	Common Stock	20,265	(I)	40,530	D	
Vested Restricted Stock Units	(I)	02/15/2023		M			20,265	(6)	02/15/2027	Common Stock	20,265	(I)	20,265	D	
2022 Restricted Stock Units	(I)	02/15/2023		M			40,384	(7)	02/15/2026	Common Stock	40,384	(I)	121,155	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 15, 2019, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2020. The net amount of each installment after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 15, 2019, the reporting person was granted units, with 40% vesting on February 15, 2022 and the remaining 60% vesting in five annual installments of 10%, 14%, 12%, 12%, and 12%, respectively, commencing on February 15, 2022. The net amount of each of the five installments after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 14, 2020, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2021. The net amount of each of the five installments after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 12, 2021, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2022. The net amount of each of the five installments after any applicable tax withholding is subject to an additional twelve-month holding period after vesting.
- On February 15, 2022, the reporting person was granted units, vesting in four equal annual installments commencing on February 15, 2023.

[Bruce R. Thompson / 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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