

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):
October 20, 2010**

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-6523
(Commission File Number)

56-0906609
(IRS Employer Identification No.)

**100 North Tryon Street
Charlotte, North Carolina 28255**
(Address of principal executive offices)

(704) 386-5681
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 8.01.

On October 20, 2010, Bank of America Corporation (the “Company”) registered up to an aggregate of 50,354,545 shares of the Company’s common stock, \$0.01 par value (the “Shares”), under the Company’s Registration Statement on Form S-3, Registration No. 333-158663 (the “Registration Statement”) and Prospectus dated April 20, 2009, filed with the Securities and Exchange Commission (the “Commission”), as supplemented by the Prospectus Supplement dated October 20, 2010 with respect to the registration for resale of 31,254,545 Shares and the Prospectus Supplement dated October 20, 2010 with respect to the registration for resale of 19,100,000 Shares (collectively, the “Prospectus Supplements”), filed with the Commission, for the resale of the Shares by the selling stockholders named in the Prospectus Supplements.

Attached hereto, and incorporated by reference to the Registration Statement as Exhibit 5.1, is the opinion of McGuireWoods LLP relating to the legality of the Shares.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

The following exhibit is filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of McGuireWoods LLP dated October 20, 2010, regarding the legality of the Shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANK OF AMERICA CORPORATION

By: /s/ TERESA M. BRENNER

Teresa M. Brenner

Associate General Counsel

Dated: October 20, 2010

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
5.1	Opinion of McGuireWoods LLP dated October 20, 2010, regarding the legality of the Shares.

[Letterhead of McGuireWoods LLP]

October 20, 2010

Bank of America Corporation
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255-0065

Re: Bank of America Corporation Common Stock, Par Value \$0.01 Per Share

Ladies and Gentlemen:

We have acted as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), in connection with (i) the Registration Statement on Form S-3, Registration No. 333-158663 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Corporation's unsecured debt securities, units, warrants, preferred stock, depositary shares and common stock; (ii) the Prospectus dated April 20, 2009 and (iii) the two Prospectus Supplements, each dated October 20, 2010 (the "Prospectus Supplements"), filed with the Commission pursuant to Rule 424(b) under the Securities Act, relating to the registration for resale of an aggregate of 50,354,545 shares of the Corporation's common stock, par value \$0.01 per share (the "Shares"). The Shares may be sold by certain selling stockholders from time to time, as described in the Prospectus Supplements.

As such counsel, we have examined and are familiar with such original or photocopies or certified copies of such records of the Corporation and its subsidiaries, certificates of officers of the Corporation and of public officials and such other documents as we have deemed relevant or necessary as the basis for the opinion set forth below. In such examinations, we have assumed the legal capacity of natural persons, the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such copies. We have also relied upon statements of fact contained in documents that we have examined in connection with our representation of the Corporation.

Based solely upon the foregoing, and in reliance thereon, we are of the opinion that the Shares have been duly authorized and are duly and validly issued, fully paid and nonassessable.

We hereby consent to be named in the Registration Statement as attorneys who passed upon the legality of the Shares and to the filing of a copy of this opinion as part of the Corporation's Current Report on Form 8-K to be filed for the purpose of including this opinion as part of the Registration Statement.

Very truly yours,

/s/ MCGUIREWOODS LLP