

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Bessant Catherine P 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Chief Ops & Tech Officer	

Signatures

Catherine P. Bessant/Natalie A. Hyman POA		03/03/2016
 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 is the economic equivalent of one share of Bank of America Corporation common stock.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (3) Disposition of shares to the issuer to satisfy a tax withholding obligation.
- On February 15, 2013, the reporting person was granted units, vesting and payable in cash based on the closing price of Bank of America Corporation common stock on the settlement date, subject to the Company's attainment of performance goals. One-half of the units have performance goals based on the Company's three-year average return on assets and one-half of the units have performance goals based on the Company's three-year average growth in adjusted tangible book value, both beginning on January 1, 2013 and ending on December 31, 2015.
- (4)
- (5) The units have reached the end of the performance period. No units remain outstanding.
- On February 15, 2011, the reporting person was granted units, vesting and payable in shares of Bank of America Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a 12-month rolling period. Represents vesting and settlement on March 1, 2016 of units based on the attainment of goals for the four quarters ending December 31, 2015.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.