

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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>Mensah Bernard A</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>President, International</u> 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		25,345	A	(1)	105,969	D	
Common Stock	02/15/2023		F		11,913 ⁽²⁾	D	\$35.56	94,056	D	
Common Stock	02/15/2023		M		29,763	A	(1)	123,819	D	
Common Stock	02/15/2023		F		13,989 ⁽²⁾	D	\$35.56	109,830	D	
Common Stock	02/15/2023		M		40,000	A	(3)	149,830	D	
Common Stock	02/15/2023		D		40,000	D	\$35.56	109,830	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				
2017 Restricted Stock Units	(1)	02/15/2023		M			33,788	(4)	(4)	Common Stock	33,788	(1)	33,788	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		33,788		(4)	08/15/2024	Common Stock	33,788	(1)	33,788	D	
2018 Restricted Stock Units	(1)	02/15/2023		M			25,346	(5)	(5)	Common Stock	25,346	(1)	50,691	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		25,346		(5)	02/15/2026	Common Stock	25,346	(1)	50,691	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		25,345		(5)	02/15/2026	Common Stock	25,345	(1)	25,346	D	
2019 Restricted Stock Units	(1)	02/15/2023		M			29,763	(6)	(6)	Common Stock	29,763	(1)	89,291	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		29,763		(6)	02/15/2027	Common Stock	29,763	(1)	59,526	D	
Vested Restricted Stock Units	(1)	02/15/2023		M			29,763	(6)	02/15/2027	Common Stock	29,763	(1)	29,763	D	
2020 Restricted Stock Units	(1)	02/15/2023		M			24,966	(7)	(7)	Common Stock	24,966	(1)	99,864	D	
Vested Restricted Stock Units	(1)	02/15/2023		M		24,966		(7)	02/15/2028	Common Stock	24,966	(1)	24,966	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				
Phantom Stock Units	(3)	02/15/2023		M			40,000	(8)	(8)	Common Stock	40,000	(3)	60,000	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.
- Each phantom stock unit is the economic equivalent of one share of Bank of America Corporation common stock.
- On February 15 2017, 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 six-month holding period after vesting.
- On February 15, 2018, the reporting person was granted units, vesting in five equal annual installments commencing on February 15, 2021. 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, vesting in five equal annual installments commencing on February 15, 2022. The net amount of each installment 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, 2023. The net amount of each installment 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 phantom units, with 40% vesting on February 15, 2023 and the remaining 60% vesting in five equal annual installments commencing on February 15, 2025. 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.

Bernard A. Mensah / 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.

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 Number.