

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

FORM 8-K/A
Amendment No. 1 to

**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 26, 2005**

BANK OF AMERICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-6523
(Commission File Number)

56-0906609
(IRS Employer Identification No.)

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

28255
(Zip Code)

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

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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On October 26, 2005, Bank of America Corporation (the “Registrant”) filed a Form 8-K to report that it had entered into a Cancellation Agreement with Brian T. Moynihan pursuant to which Mr. Moynihan’s employment agreement was canceled and an Agreement Regarding Participation in the FleetBoston Supplemental Executive Retirement Plan (the “SERP Agreement”) pursuant to which Mr. Moynihan’s participation in the FleetBoston Financial Corporation Supplemental Executive Retirement Plan was frozen. The description of these agreements in the Form 8-K was correct. There was, however, a typographical error in Section 2 of the SERP Agreement previously filed as Exhibit 10.2. An amendment to the SERP Agreement correcting this error is attached hereto as Exhibit 10.3.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	
10.1	Cancellation Agreement dated October 26, 2005 between Bank of America Corporation and Brian T. Moynihan*
10.2	Agreement Regarding Participation in the FleetBoston Supplemental Executive Retirement Plan dated October 26, 2005 between Bank of America Corporation and Brian T. Moynihan*
10.3	Amendment to Agreement Regarding Participation in the FleetBoston Supplemental Executive Retirement Plan dated November 1, 2005

* Previously filed on Registrant’s Current Report on Form 8-K dated October 26, 2005

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/ Ellen Perrin

Ellen Perrin
Assistant General Counsel

Dated: November 2, 2005

INDEX TO EXHIBITS

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* Previously filed on Registrant Current Report on Form 8-K dated October 26, 2005.

AMENDMENT TO AGREEMENT

THIS AMENDMENT TO AGREEMENT (the "Amendment") is made by and between Bank of America Corporation, a Delaware corporation ("Bank of America"), and Brian T. Moynihan ("Executive").

Statement of Purpose

On October 26, 2005, Bank of America and Executive entered into an Agreement Regarding Participation in the FleetBoston Supplemental Executive Retirement Plan (the "SERP Agreement") pursuant to which Executive's participation in the FleetBoston Financial Corporation Supplemental Executive Retirement was frozen. This Amendment corrects a typographical error in the SERP Agreement as originally executed.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, Bank of America and Executive do hereby agree that the SERP Agreement is amended by replacing the words "per month" that appear in Section 2 of the SERP Agreement entitled "Amount of Frozen SERP Benefit as of December 31, 2005" with the words "per year."

IN WITNESS WHEREOF, Bank of America has caused this instrument to be executed by its duly authorized officer, and Executive has hereunto set his hand, all on the 1st day of November, 2005. This Amendment is executed in multiple originals, each of which shall be deemed an original hereof, and may be executed in multiple counterparts

BANK OF AMERICA CORPORATION

By: /s/ J. Steele Alphin

J. Steele Alphin, Corporate Personnel Executive

"Bank of America"

By: /s/ Brian T. Moynihan

Brian T. Moynihan
"Executive"