

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported):  
December 10, 2008**

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**BANK OF AMERICA CORPORATION**

(Exact name of registrant as specified in its charter)

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**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**  
(Address of principal executive offices)

**28255**  
(Zip Code)

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

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

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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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS;  
COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On December 10, 2008, Bank of America Corporation (“Bank of America”) announced that Bruce Hammonds, President of Bank of America Global Card Services, will retire effective December 31, 2008.

Also on December 10, 2008, Ric Struthers, 53, was named to succeed Mr. Hammonds as President of Bank of America Global Card Services, effective January 1, 2009. Mr. Struthers will report directly to Ken Lewis, the Chairman, Chief Executive Officer and President of Bank of America. Mr. Struthers joined MBNA in 1982 and has served in various capacities since that time. Mr. Struthers served as the Executive Vice Chairman for MBNA America Bank, responsible for International and Consumer Finance businesses from December 2003 to January 2006. Bank of America acquired MBNA on January 1, 2006. From January 2006 to June 2007 he served as the Card Services Operations executive; from June 2007 to May 2008 he served as the North American Card Services executive. Since May 2008, Mr. Struthers has served as the Consumer Credit Risk executive for Bank of America.

On December 10, 2008, Bank of America also announced that Brian Moynihan, President of Global Corporate and Investment Banking, has been named General Counsel, effective immediately. Mr. Moynihan will continue to report directly to Ken Lewis. Mr. Moynihan’s current responsibilities will be covered by other executives.

A copy of the press releases announcing the events described above are attached as Exhibits 99.1 and 99.2 and are incorporated in this report by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

The following exhibit is filed herewith:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION OF EXHIBIT</u>
99.1	Bank of America Corporation News Release dated December 10, 2008 Announcing the Retirement of Bruce Hammonds and the Appointment of Ric Struthers to Succeed Him.
99.2	Bank of America Corporation News Release dated December 10, 2008 Announcing the Appointment of Brian Moynihan as General Counsel.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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

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Teresa M. Brenner  
Associate General Counsel

Dated: December 11, 2008

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**INDEX TO EXHIBITS**

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December 10, 2008

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**Bruce Hammonds Retires as Head of Bank of America Global Card Services**

*Ric Struthers to succeed him*

CHARLOTTE – Bank of America Corp. today announced that Bruce L. Hammonds, President of Bank of America Global Card Services, will retire effective at the end of the year.

The company has named Ric Struthers, Consumer Credit Risk executive, to succeed Hammonds leading the Wilmington, Del.-based unit composed of credit card and unsecured lending beginning on Jan. 1, 2009.

“Bruce Hammonds has been one of our most valuable executives since he joined Bank of America as the result of the acquisition of MBNA,” said Ken Lewis, Bank of America chairman and chief executive officer. “We have all marveled at his coolness under fire; his incredible knowledge of the credit card industry and his quiet but effective way of communicating with associates, customers and investors. We will miss him.”

Hammonds, 60, is retiring after 40 years in financial services. “I am very fortunate to have had a long career in this business and to have had the opportunity to work with so many outstanding people along the way,” said Hammonds. “Working with Ken and his leadership team and so many exceptional Bank of America teammates was an incredible way to end my career. I could not be more proud of my time at this company and all we have accomplished together.”

Hammonds oversees the largest credit card portfolio in the world, serving more than 70 million customers. He is also responsible for the company’s unsecured lending and international card businesses. In total, he is responsible for more than \$230 billion in managed loans around the world.

Hammonds was a founding member of the management team that established MBNA in 1982. He joined Bank of America in January 2006 after serving as president and chief executive officer of the MBNA Corporation.

Struthers, 53, has been the Consumer Credit Risk executive at Bank of America since May 2008. Struthers was also a founding member of the management team that established

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MBNA in 1982. He served as the Executive Vice Chairman for MBNA America Bank, responsible for the International and Consumer Finance businesses from 2003 to 2006. After the acquisition, Struthers was the Card Services Operations executive until June 2007. In that role, he was responsible for multiple operations. He later served as the North America Card Services executive immediately prior to assuming his current role. In that role, he had responsibility for affinity management, portfolio acquisition, franchise sales, consumer lending and marketing operations for the US and Canada credit card portfolios.

Struthers graduated from Penn State University and the Retail School of Banking at the University of Virginia. Struthers serves on the board of directors of Emmaus House and the Second Mile. He is also Chairman of the Delaware State Chamber of Commerce and a member and past chair of the Smeal Business School Board of Visitors at Penn State.

Commenting on Struthers' appointment, Lewis said, "Like Bruce, Ric was also a founder of MBNA and brings decades of experience to our credit card business. He is a straight-forward, results-oriented executive whose success in this business is well-regarded in the US and internationally." Lewis added, "As the Consumer Credit Risk executive for the company and with his experience in the credit card business, he is an ideal choice for leading the card operation in this challenging environment."

#### **Bank of America**

Bank of America is one of the world's largest financial institutions, serving individual consumers, small and middle market businesses and large corporations with a full range of banking, investing, asset management and other financial and risk-management products and services. The company provides unmatched convenience in the United States, serving more than 59 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,500 ATMs and award-winning online banking with more than 25 million active users. Bank of America offers industry leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries and has relationships with 99 percent of the U.S. Fortune 500 companies and 83 percent of the Fortune Global 500. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange. <http://www.bankofamerica.com/>



December 10, 2008

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### **Bank of America Names Brian Moynihan General Counsel**

CHARLOTTE – Bank of America Corporation today said Brian Moynihan, president of Global Corporate and Investment Banking, has been named general counsel. He succeeds Timothy Mayopoulos who is leaving the company.

Moynihan, 49, is a member of the bank's executive management team and will continue to report to Ken Lewis, chairman and chief executive officer. He will continue to serve as chief executive officer of Banc of America Securities LLC through an appropriate transition period related to the Merrill Lynch & Co., Inc. transaction. Moynihan's other current responsibilities will be covered by other executives and his appointment is effective today.

"In these tumultuous times, the role of general counsel requires broad business and legal expertise," Lewis said. "As general counsel for the combined Bank of America and Merrill Lynch, Brian will continue to be a key member of my management team."

Moynihan joined Bank of America in 2004 as the president of the Global Wealth and Investment Management unit, following Bank of America's FleetBoston Financial acquisition. He originally joined that company in April 1993 as deputy general counsel.

He is a graduate of Brown University and the University of Notre Dame Law School. He serves on the boards of directors of YouthBuild Boston and the Boys and Girls Clubs of Boston. He is a former chairman of the Travelers Aid Society of Rhode Island and Providence Haitian Project, Inc.

"Tim Mayopoulos served our company with distinction and we wish him great success in his future endeavors," Lewis said.

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management products and services. The company provides unmatched convenience in the United States, serving more than 59 million consumer and small business relationships with more than 6,100 retail banking offices, more than 18,000 ATMs and award-winning online banking with more than 25 million active users. Bank of America offers industry leading support to more than 4 million small business owners through a suite of innovative, easy-to-use online products and services. The company serves clients in more than 150 countries and has relationships with 99 percent of the U.S. Fortune 500 companies and 83 percent of the Fortune Global 500. Bank of America Corporation stock (NYSE: BAC) is a component of the Dow Jones Industrial Average and is listed on the New York Stock Exchange.

**[www.bankofamerica.com](http://www.bankofamerica.com)**

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