

**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):  
January 28, 2009**

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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 January 28, 2009, pursuant to the terms of the Agreement and Plan of Merger, dated as of September 15, 2008, as amended by Amendment No. 1, dated October 21, 2008, between Bank of America Corporation (the “Corporation”) and Merrill Lynch & Co., Inc., the Corporation expanded its board of directors (the “Board”) to nineteen directors. The Corporation appointed each of Charles O. Rossotti, Virgis W. Colbert, and Admiral Joseph Prueher (the “New Directors”) to the Board, effective January 28, 2009.

Mr. Colbert is expected to serve on the Asset Quality Committee of the Board. Admiral Prueher is expected to serve on the Audit Committee of the Board. Mr. Rossotti is expected to serve on the Corporate Governance and Compensation and Benefits Committees of the Board.

The New Directors will receive compensation as non-employee directors in accordance with the Corporation’s non-employee director compensation practices described in the Corporation’s Annual Proxy Statement filed with the Securities and Exchange Commission on March 19, 2008. The initial cash and stock award to be received by the New Directors will be pro rated for the 91 days from their appointment to the Corporation’s next annual meeting of stockholders.

A copy of the news release announcing the appointment of the New Directors is attached hereto as Exhibit 99.1 and is incorporated herein 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	News Release dated January 28, 2009 Announcing the Appointment of the New Directors

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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  
Teresa M. Brenner  
Associate General Counsel

Dated: February 3, 2009

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INDEX TO EXHIBITS

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DESCRIPTION OF EXHIBIT

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January 28, 2009

Investors May Contact:

Kevin Stitt, Bank of America, 1.704.386.5667  
Lee McEntire, Bank of America, 1.704.388.6780  
Grace Yoon, Bank of America, 1.212.449.7323

Reporters May Contact:

Eloise Hale, Bank of America, 1.980.387.0013  
[eloise.hale@bankofamerica.com](mailto:eloise.hale@bankofamerica.com)

**Bank of America Names Three Merrill Directors to its Board**

CHARLOTTE — Bank of America Corporation today elected three Merrill Lynch directors to its board: former IRS Commissioner Charles O. Rossotti, former Miller Brewing Company executive Virgis W. Colbert, and former Ambassador to the People's Republic of China Admiral Joseph Prueher.

"We are very pleased to add these directors to our board," said Chairman and Chief Executive Officer Ken Lewis. "Their experience managing large, complex organizations and working throughout multiple countries will serve Bank of America well as we successfully integrate Merrill Lynch's global operations into our company. These directors will provide strong leadership and perspectives."

Rossotti, 67, is a senior advisor at The Carlyle Group, focusing primarily on investments in the fields of information technology and business services. He began serving on the Merrill Lynch Board of Directors in 2004 and is expected to serve on both of Bank of America's Corporate Governance and Compensation and Benefits Board committees.

Colbert, 69, is the retired executive vice president of Miller Brewing Company. He began serving on the Merrill Lynch Board of Directors in 2006 and is expected to serve on Bank of America's Asset Quality Board committee.

Prueher, 66, is a consulting professor at Stanford University's Institute of International Studies and senior advisor on The Preventive Defense Project. Admiral Prueher served as Ambassador to the People's Republic of China from 1999 to 2001. He began serving on the Merrill Lynch Board of Directors in 2001 and is expected to serve on Bank of America's Audit Board committee.

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, nearly 18,700 ATMs and award-winning online banking with nearly 29 million active users. Following the acquisition of Merrill Lynch on

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January 1, 2009, Bank of America is among the world's leading wealth management companies and is a global leader in corporate and investment banking and trading across a broad range of asset classes serving corporations, governments, institutions and individuals around the world. 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 40 countries. 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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