FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person* BARNET WILLIAM III	2. Issuer Name **and** Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) 100 NORTH TRYON STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009	
(Street) CHARLOTTE, NC 28255	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City) (State) (Zip)	**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	01/01/2009		A		378	A	$ 0 (1)	49,633.71	D	
Common Stock								5,724	I	As Co-Trustee for Mary G Barnet Rev Trust
Common Stock								488	I	Barnet Company
Common Stock								22,519	I	Barnet Dev Corp
Common Stock								4,680	I	Barnet Rev Trust
Common Stock								565	I	By Daughter Mary
Common Stock								547	I	By Son John
Common Stock								600	I	By Son William
Common Stock								122	I	Spouse Valerie

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: 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				

Director Stock Unit Plan	$ 0	06/27/2008		A	V	1,707.53		(2)	(2)	Common Stock	1,707.53	$ 0	67,313.90	D	
Phantom Stock	$ 0	06/27/2008		A	V	295.22		(3)	(3)	Common Stock	295.22	$ 0	11,638.35	D	
Director Stock Unit Plan	$ 0	09/26/2008		A	V	1,173.87		(2)	(2)	Common Stock	1,173.87	$ 0	68,487.77	D	
Phantom Stock	$ 0	09/26/2008		A	V	202.96		(3)	(3)	Common Stock	202.96	$ 0	11,841.31	D	
Director Stock Unit Plan	$ 0	12/26/2008		A	V	1,640.42		(2)	(2)	Common Stock	1,640.42	$ 0	70,128.19	D	
Phantom Stock	$ 0	12/26/2008		A	V	283.62		(3)	(3)	Common Stock	283.62	$ 0	12,124.93	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNET WILLIAM III 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

Signatures

William Barnet, III/Roger C. McClary POA		01/02/2009
**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) Received in exchange for common stock of Merrill Lynch & Co., Inc. (Merrill) at an exchange ratio of .8595 of a share of Bank of America common stock for each share of Merrill common stock in connection with the merger of Merrill into Bank of America on January 1, 2009. The closing price of Merrill common stock on the last day prior to the effective time of the merger was $11.64 per share.

(2) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in stock on death or termination of service as a director.

(3) Reinvested Phantom Stock dividends which are exempt under Rule 16b-3. Phantom Stock units may be settled in cash on death or termination of service as a director.

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