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

(Print or Type Responses)

1. Name and Address of Reporting Person*
MAY THOMAS J
(Last) (First) (Middle)
100 NORTH TRYON STREET
(Street)
CHARLOTTE, NC 28255
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BANK OF AMERICA CORP /DE/ [BAC]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 | | | | | | | | 2,142 (1) | I | By Revocable Trust |

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 | 03/27/2009 | | A | V | 1,447.45 (2) | | (3) | (3) | Common Stock | 1,447.45 | $ 0 | 22,013.83 | D | |
| Fleet BKB Director Retirement Ben Ex Program | $ 0 | 03/27/2009 | | A | V | 200.98 (2) | | (3) | (3) | Common Stock | 200.98 | $ 0 | 3,056.54 | D | |
| Fleet BKB Director Stock Award Unit Plan | $ 0 | 03/27/2009 | | A | V | 353.05 (2) | | (3) | (3) | Common Stock | 353.05 | $ 0 | 5,369.49 | D | |
| Phantom Stock | $ 0 | 03/27/2009 | | A | V | 2,160.85 (4) | | (5) | (5) | Common Stock | 2,160.85 | $ 0 | 32,863.62 | D | |
| Stock Unit Plan | $ 0 | 03/27/2009 | | A | V | 127.03 (2) | | (3) | (3) | Common Stock | 127.03 | $ 0 | 1,605.73 | D | |
| Phantom Stock | $ 0 | 04/29/2009 | | A | | 31,105.99 (6) | | (5) | (5) | Common Stock | 31,105.99 | $ 0 | 63,969.61 | D | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MAY THOMAS J<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 | X | | | |

# Signatures

| Thomas J. May/Roger C. McClary POA | | 04/30/2009 |
|---|---|---|
| **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)** Represents 2,142 shares which were directly owned by the reporting person and which have been transferred to the reporting person's revocable trust. The number of shares that were previously reported as directly owned (and subsequently transferred to the revocable trust) has been decreased by 152 shares to correctly reflect the number of shares that were actually owned by the reporting person

**( 2)** Phantom stock dividends, which are exempt under Rule 16b-3, were reinvested between June 27, 2008 and March 27, 2009. Phantom stock units may be settled in stock upon 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 stock on death or termination of service as a director.

**( 4)** Phantom stock units acquired between June 27, 2008 and March 27, 2009 with reinvested dividend equivalents under the Bank of America Director Deferral Plan which is exempt under Rule 16b-3.

**( 5)** Phantom stock units may be settled in cash upon death or termination of service as a director.

**( 6)** Phantom stock units represent payment of the annual Directors' compensation under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

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