

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

OMB APPROVAL

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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

(Print or Type Responses)

|                                                              |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                                                     |                                                                                                  |                                                             |                                                          |
|--------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>MASSEY WALTER E |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>BANK OF AMERICA CORP /DE/ [BAC]   |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>100 NORTH TRYON STREET            |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/01/2009                   |                                   |                                                                                                                                                                                                                                                                     |                                                                                                  |                                                             |                                                          |
| (Street)<br>CHARLOTTE, NC 28255                              |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3)                            | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                                                                | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                              |                                         |                                                                                  | Code V                            | Amount (A) or (D) Price                                                                                                                                                                                                                                             |                                                                                                  |                                                             |                                                          |
| Common Stock                                                 | 10/01/2009                              |                                                                                  | A (I)                             | 20,542 A \$ 16.21                                                                                                                                                                                                                                                   | 24,250.60                                                                                        | D                                                           |                                                          |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

|                                               |                                                        |                                         |                                                       |                                   |                                                                                            |                                                             |                                                                  |                                               |                                                                                                       |                                                                                     |                                                           |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                               |                                                        |                                         |                                                       | Code V                            | (A) (D)                                                                                    | Date Exercisable Expiration Date                            | Title Amount or Number of Shares                                 |                                               |                                                                                                       |                                                                                     |                                                           |

## Reporting Owners

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

## Signatures

|                                       |  |            |
|---------------------------------------|--|------------|
| Walter E. Massey/Roger C. McClary POA |  | 10/05/2009 |
| **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).

This award vests on the date of the next Annual Meeting of Shareholders, or earlier under certain circumstances. However, vested shares in excess of the amount necessary to (1) satisfy income tax obligations must be held by the reporting person until the later of the reporting person's retirement from the Corporation's Board of Directors or the date that the Corporation's financial assistance under the Troubled Asset Relief Program has been fully repaid.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.