

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * O'Keefe Edward P.		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) ☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) General Counsel			
(Last) (First) (Middle) 100 NORTH TRYON STREET		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2010					
(Street) CHARLOTTE, NC 28255		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) ☒ 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	02/12/2010		A (1)	25,504 A \$ 0	40,905	D	
Common Stock	02/12/2010		F	8,277 D \$ 14.45	32,628	D	
Common Stock	02/13/2010		M	11,129 A \$ 0	43,757	D	
Common Stock	02/13/2010		F	3,612 D \$ 14.45	40,145	D	
Common Stock	02/15/2010		F	660 D \$ 14.45	39,485	D	
Common Stock					5,946.33	I	Thrift Trust

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 (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				
Restricted Stock Units	\$ 0	02/12/2010		A	76,511	(2) 02/12/2013	Common Stock 76,511	\$ 0	76,511	D	
Restricted Stock Units	\$ 0	02/13/2010		M	11,129	(3) 02/13/2012	Common Stock 11,129	\$ 0	22,260	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Keefe Edward P. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			General Counsel	

Signatures

Edward P. O'Keefe/Roger C. McClary POA 02/17/2010

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) This restricted stock grant is exempt under Rule 16b-3(d). These restricted shares vest upon grant and are payable as follows: 50% six months after the grant date and the remaining 50% eighteen months after the grant date.
- (2) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.
- (3) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal installments commencing on the first anniversary of the grant date.

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

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