

## FORM 4

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

## OMB APPROVAL

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hours per response... 0.5

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

## 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>NEIL COTTY |                                         |                                                       | 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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>Chief Accounting Officer |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>100 NORTH TRYON STREET       |                                         |                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/21/2010                   |   |                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                  |                                                             |                                                          |
| (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                                            | 05/21/2010                              |                                                       | S(1)                                                                             |   | 5,000                                                                | D                                                                                                                                                                                                                                                                                               | \$ 15.2456 (2)                                                                                   | 37,399 (3)                                                  | D                                                        |
| Common Stock                                            | 05/10/2010                              |                                                       | G                                                                                | V | 1,363                                                                | D                                                                                                                                                                                                                                                                                               | \$ 0                                                                                             | 43,706 (4)                                                  | I                                                        |
| Common Stock                                            | 05/12/2010                              |                                                       | G                                                                                | V | 233                                                                  | D                                                                                                                                                                                                                                                                                               | \$ 0                                                                                             | 43,473                                                      | I                                                        |
| Common Stock                                            |                                         |                                                       |                                                                                  |   |                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                  | 3,056.81                                                    | I                                                        |

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.

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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 |
| NEIL COTTY<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 |               |           | Chief Accounting Officer |       |

## Signatures

|                                                |  |                     |
|------------------------------------------------|--|---------------------|
| Neil Cotty/Roger C. McClary POA                |  | 05/25/2010          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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) Sale of shares in accordance with a written plan established April 20, 2010 pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) The price in column 4 is a weighted average price. The prices actually paid ranged from \$15.00 per share to \$15.48 per share. Upon request from the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold within the range.
- (3) On May 7, 2010, 15,000 shares formerly held in the reporting person's revocable trust were transferred to the reporting person.
- (4) On February 26, 2010, 46,667 shares previously owned by the reporting person were transferred to the reporting person's revocable trust.

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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