

(Print or Type Responses)

|                                                                |  |                                         |                                                                                  |                                   |   |                                                                      |                                                                                                                                                                                                                                    |          |                                                                                                  |  |                                                             |                                                          |
|----------------------------------------------------------------|--|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|---|----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>O'Keefe Edward P. |  |                                         | 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><div><div>Director</div><div>10% Owner</div><div>X Officer (give title below)</div><div>Other (specify below)</div></div> <div>General Counsel</div> |          |                                                                                                  |  |                                                             |                                                          |
| (Last) (First) (Middle)<br>100 NORTH TRYON STREET              |  |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/15/2011                   |                                   |   |                                                                      |                                                                                                                                                                                                                                    |          |                                                                                                  |  |                                                             |                                                          |
| (Street)<br>CHARLOTTE, NC 28255                                |  |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   |   |                                                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>                                                    |          |                                                                                                  |  |                                                             |                                                          |
| (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                                                   |  | 02/15/2011                              |                                                                                  | F(1)                              |   | 280                                                                  | D                                                                                                                                                                                                                                  | \$ 14.77 | 46,723                                                                                           |  | D                                                           |                                                          |
| Common Stock                                                   |  |                                         |                                                                                  |                                   |   |                                                                      |                                                                                                                                                                                                                                    |          | 6,001.46                                                                                         |  | 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<br>(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) |
|                                                                                                                                                 |                                                        |                                         |                                                       |                                   |  |                                                                                            |  |                                                             |            |                                                                  |         |                                               |                                                                                                       |                                                                                     |                                                           |
| Performance Restricted Stock Units                                                                                                              | \$ 0 (2)                                               | 02/15/2011                              |                                                       | A                                 |  | 102,881                                                                                    |  | (2)                                                         | (2)        | Common Stock                                                     | 102,881 | \$ 0                                          | 102,881                                                                                               | D                                                                                   |                                                           |
| Stock Units 2011                                                                                                                                | \$ 0 (3)                                               | 02/15/2011                              |                                                       | A                                 |  | 61,729                                                                                     |  | (4)                                                         | 02/15/2012 | Common Stock                                                     | 61,729  | \$ 0                                          | 61,729                                                                                                | D                                                                                   |                                                           |

Reporting Owners

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

Signatures

|                                        |  |            |
|----------------------------------------|--|------------|
| Edward P. O'Keefe/Roger C. McClary POA |  | 02/17/2011 |
| 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) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock which is exempt under Rule 16b-3(e).

- Award of performance contingent restricted stock units (PRSUs) on February 15, 2011 pursuant to the terms of a Performance Contingent Restricted Stock Unit Agreement and the Bank of America Corporation 2003 Key Associate Stock Plan (KASP), which is exempt under Rule 16b-3(d) subject to the attainment of pre-established performance goals. The PRSU performance goals
- (2) are based on the Company's return on assets measured each quarter based on the prior 12 month period. Each performance period is comprised of four calendar quarters and occurs on a rolling quarterly basis. The first performance period is the four calendar quarters ending December 31, 2011 and the last performance period is the four calendar quarters ending December 31, 2015. To the extent earned, PRSUs will be settled 40% in cash and 60% in shares.
- (3) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.
- (4) Award of stock units on February 15, 2011 pursuant to the terms of a Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vest and are payable solely in cash as follows: 1/12th of the stock units will vest and become payable on the 15th day of each month during the twelve month period beginning in March 2011 and ending in February 2012.

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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