

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Montag Thomas K. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Co-chief Operating Officer	

Signatures

Thomas K. Montag/Roger C. McClary POA		01/03/2012
**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) Each Stock Unit is the economic equivalent of one share of Bank of America common stock.
- (2) 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).
- The Stock Units were awarded on November 30, 2009 and December 31, 2009 pursuant to a Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vested upon
- (3) grant and are payable solely in cash as follows: in 36 monthly installments beginning January 2011, provided that payments would be accelerated by twelve months upon repayment of our TARP financing. As a result of our repayment of all TARP financing in December 2009, the payment schedule was accelerated to 36 monthly installments beginning January 2010.
- (4) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual 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.

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.