

* 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).

- Award of performance contingent restricted stock units (PRSUs) on February 15, 2012 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 are based on
- (1) 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, 2012 and the last performance period is the the four calendar quarters ending December 31, 2016. To the extent earned, PRSUs will be settled 100% in shares. The earliest potential settlement date is March 1, 2015.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock.
 - (3) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing on February 15, 2012.

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.