FORM 4

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

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] MAY THOMAS J	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) __X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) 100 NORTH TRYON STREET	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2012	
(Street) CHARLOTTE, NC 28255	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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								2,142	I	By Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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				
Director Stock Unit Plan	$ 0 [(1)]	03/23/2012		A	V	118.35		[(2)]	[(2)]	Common Stock	118.35	$ 0 [(1)]	22,253.56	D	
Fleet BKB Director Retirement Ben Ex Program	$ 0 [(1)]	03/23/2012		A	V	16.43		[(3)]	[(3)]	Common Stock	16.43	$ 0 [(1)]	3,089.82	D	
Fleet BKB Director Stock Award Unit Plan	$ 0 [(1)]	03/23/2012		A	V	28.87		[(4)]	[(4)]	Common Stock	28.87	$ 0 [(1)]	5,427.97	D	
Phantom Stock	$ 0 [(5)]	03/23/2012		A	V	535.81		[(6)]	[(6)]	Common Stock	535.81	$ 0 [(5)]	100,748.22	D	
Stock Unit Plan	$ 0 [(1)]	03/23/2012		A	V	8.63		[(7)]	[(7)]	Common Stock	8.63	$ 0 [(1)]	1,623.2	D	
Phantom Stock	$ 0 [(5)]	05/09/2012		A		33,635.19 [(8)]		[(5)]	[(5)]	Common Stock	33,635.19	$ 0 [(5)]	134,383.41	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAY THOMAS J 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

Signatures

Thomas J. May/Roger C. McClary POA		05/11/2012
**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) Phantom stock units may be settled in stock upon death or termination of service as a director.

(2) Phantom stock units acquired between June 24, 2011 and March 23, 2012 with reinvested dividend equivalents under the Fleet Director Stock Unit Plan which is exempt under Rule 16b-3. These phantom stock units may be settled in stock on death or termination of service as a director.

(3) Phantom stock units acquired between June 24, 2011 and March 23, 2012 with reinvested dividend equivalents under the Fleet BKB Director Retirement Benefit Exchange Program which is exempt under Rule 16b-3. These phantom stock units may be settled in stock on death or termination of service as a director.

(4) Phantom stock units acquired between June 24, 2011 and March 23, 2012 with reinvested dividend equivalents under the Fleet BKB Director Stock Award Unit Plan which is exempt under Rule 16b-3. These phantom stock units may be settled in stock on death or termination of service as a director

(5) Phantom stock units may be settled in cash upon death or termination of service as a director.

(6) Phantom stock units acquired between June 24, 2011 and March 23, 2012 with reinvested dividend equivalents under the Bank of America Director Deferral Plan which is exempt under Rule 16b-3. These phantom stock units may be settled in cash upon death or termination of service as a director.

(7) Phantom stock units acquired between June 24, 2011 and March 23, 2012 with reinvested dividend equivalents under a deferred compensation plan of the reporting person's current employer which is exempt under Rule 16b-3. These phantom stock units may be settled in stock on death or termination of service as a director.

(8) Phantom stock units represent payment of the annual Directors' compensation under the Bank of America Corporation Directors' Stock Plan in transactions exempt under Rule 16b-3.

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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