

(Print or Type Responses)

1. Name and Address of Reporting Person * GIFFORD CHARLES K			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) ☒ Director ☐ Officer (give title below) ☐ 10% Owner ☐ 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) ☒ 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									188,749		D	
Common Stock									1,090.02		I	As Custodian for Children
Common Stock									23,650 (1)		I	GRAT
Common Stock									100,000 (1)		I	GRAT VII

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 (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			
Phantom Stock	\$ 0 (2)	03/23/2012		A	V	332.74		(3)	(3)	Common Stock	332.74	\$ 0 (2)	62,562.29	D
Phantom Stock	\$ 0 (2)	05/09/2012		A		20,698.58 (4)		(2)	(2)	Common Stock	20,698.58	\$ 0 (2)	83,260.87	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIFFORD CHARLES K 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

Signatures

Charles K. Gifford/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) On June 21, 2011, 76,350 shares of common stock held by the reporting person's GRAT were transferred to the reporting person, and on July 20, 2011, 100,000 shares previously held by the reporting person were transferred to the reporting person's GRAT VII.
- (2) Phantom stock units may be settled in cash upon 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 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.
- (4) Phantom stock units represent payment of the restricted stock portion 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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