

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

OMB APPROVAL

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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

(Print or Type Responses)

|                                                              |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                               |        |            |                                                                                                  |                                                             |                                                          |
|--------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>Darnell David C. |                                         | 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>X Officer (give title below)</div><div>10% Owner</div><div>Other (specify below)</div></div> <div>Co-chief Operating Officer</div> |        |            |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>100 NORTH TRYON STREET            |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/31/2012                   |                                   |                                                                                                                                                                                                                                               |        |            |                                                                                                  |                                                             |                                                          |
| (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                                                 | 05/31/2012                              |                                                                                  | M                                 |                                                                                                                                                                                                                                               | 7,695  | A          | \$ 0 (1)                                                                                         | 127,835                                                     | D                                                        |
| Common Stock                                                 | 05/31/2012                              |                                                                                  | D                                 |                                                                                                                                                                                                                                               | 7,695  | D          | \$ 7.35                                                                                          | 120,140                                                     | D                                                        |
| Common Stock                                                 |                                         |                                                                                  |                                   |                                                                                                                                                                                                                                               |        |            |                                                                                                  | 38,887                                                      | I<br>By Spouse Revocable 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  
(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) |
|                                               |                                                        |                                         |                                                       | Code                              | V                                                                                          | (A)                                                         | (D)   | Date Exercisable                                                 | Expiration Date | Title                                         | Amount or Number of Shares                                                                            |                                                                                     |                                                           |
| Stock Units                                   | \$ 0 (1)                                               | 05/31/2012                              |                                                       | M                                 |                                                                                            |                                                             | 7,695 | (2)                                                              | (2)             | Common Stock                                  | 7,695                                                                                                 | \$ 0 (1)                                                                            | 53,889<br>D                                               |

## Reporting Owners

|                                                                   |               |           |                            |       |
|-------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|                                                                   | Director      | 10% Owner | Officer                    | Other |
| Darnell David C.<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 |               |           | Co-chief Operating Officer |       |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| David C. Darnell/Roger C. McClary POA | 06/01/2012 |
|---------------------------------------|------------|

## 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) The stock units were awarded on December 31, 2009 pursuant to a Stock Unit Award Agreement which is exempt under Rule 16b-3(d). These units vested upon grant and are payable solely in cash as follows: in 36 monthly installments beginning January 2010 and ending December 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.