

* 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) On February 19, 2013, 163,080 shares held in the reporting person's GRAT V and previously reported as being indirectly owned by the reporting person, were distributed to the reporting person and are reported in this Form 4 as directly owned.

2011 Performance Restricted Stock Unit (PRSU) Agreement and the Bank of America Corporation 2003 Key Associate Stock Plan, which is exempt under Rule 16b-3(d). Payment of the 2011 PRSUs was based on the attainment of certain goals relating to the Company's return on assets for the four quarters ending June 30, 2012. Of the 35% vested, 40% was settled in cash on March 1, 2013 and 60% will be settled in shares of the Company's common stock on March 1, 2014. Payment and vesting on the remaining unvested 2011 PRSUs is subject to the Company's attainment of return on assets performance goals, measured each quarter based on the prior twelve month period on a rolling quarterly basis. The last performance period ends December 31, 2015.

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.