

FORM 4

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

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

(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) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2013						
100 NORTH TRYON STREET									
(Street)			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			
CHARLOTTE, NC 28255									
(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 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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this form are not required to respond unless the form displays a
currently valid OMB control number. 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Unit Plan	\$ 0 (1)	03/22/2013		A	V	90.68	(2)	(2)	Common Stock	90.68	\$ 0 (1)	22,344.24	D	
Fleet BKB Director Retirement Ben Ex Program	\$ 0 (1)	03/22/2013		A	V	12.59	(3)	(3)	Common Stock	12.59	\$ 0 (1)	3,102.41	D	
Fleet BKB Director Stock Award Unit Plan	\$ 0 (4)	03/22/2013		A	V	22.12	(5)	(5)	Common Stock	22.12	\$ 0 (4)	5,450.09	D	
Phantom Stock	\$ 0 (1)	03/22/2013		A	V	547.54	(6)	(6)	Common Stock	547.54	\$ 0 (1)	134,930.95	D	
Stock Unit Plan	\$ 0 (4)	03/22/2013		A	V	6.51	(7)	(7)	Common Stock	6.51	\$ 0 (4)	1,629.71	D	
Phantom Stock	\$ 0 (1)	05/08/2013		A		19,969.28	(8)	(8)	Common Stock	19,969.28	\$ 0 (1)	154,900.23	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/Evelyn King POA		05/10/2013
**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) Each phantom stock unit is the economic equivalent of one share of common stock. Phantom stock units may be settled in cash upon death or termination of service as a director.
- (2) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet Director Stock Unit Plan.
- (3) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet BKB Director Retirement Benefit Exchange Program.
- (4) Each phantom stock unit is the economic equivalent of one share of common stock. Phantom stock units may be settled in stock upon death or termination of service as a director.
- (5) Represents phantom stock units acquired in dividend reinvestment transactions under the Fleet BKB Director Stock Award Unit Plan.
- (6) Represents phantom stock units acquired in dividend reinvestment transactions under the Bank of America Director Deferral Plan.
- (7) Represents phantom stock units acquired in dividend reinvestment transactions under a deferred compensation plan of the reporting person's current employer.
- (8) Phantom stock units acquired represent payment of the Annual Cash Award, Committee Chairperson Retainer Fee and the Annual Stock Award portions of the annual Directors' compensation under the Bank of America Corporation Director Deferral Plan in transactions exempt under Rule 16b-3.

Remarks:

may.txt

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby Constitutes and appoints each of Evelyn King, Rhonda M. Bethea, Ross E. Jeffries, Michael Pressman, Roger McClary and Kenneth N. Caesar as the undersigned's true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder of Bank of America Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and the New York Stock Exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any of such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as any of such attorneys-in-fact may approve in the discretion of any of such attorneys-in-fact.

The undersigned hereby grants to each such attorney-in-fact full Power and authority to do and perform any and every act and thing Whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any of such attorneys-in-fact, or the substitute or substitutes of any of such attorneys in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney also serves to revoke as of the date hereof, any Power of Attorney previously filed for the purpose of executing filings pursuant to Section 16 of the Exchange Act on behalf of the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of January, 2013.

Signature: ____/S/ Thomas J. May__

Name: _____Thomas J. May__