

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 Darnell David C.			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) _____ Co-chief Operating Officer						
(Last) (First) (Middle) 100 NORTH TRYON STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2014										
(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		03/01/2014		M		76,337	A	\$ 0 (1)	234,361		D		
Common Stock		03/01/2014		M		10,906	A	\$ 0 (1)	245,267		D		
Common Stock		03/01/2014		M		7,270	A	\$ 0 (2)	252,537		D		
Common Stock		03/01/2014		D		7,270	D	\$ 16.53	245,267		D		
Common Stock		03/01/2014		F		41,659	D	\$ 16.53 (3)	203,608		D		
Common Stock									38,887		I	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 (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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units	\$ 0 (2)	03/01/2014		M	7,270	(4)	(4)	Common Stock	7,270	\$ 0 (2)	305,351	D	
Performance Restricted Stock Units	\$ 0 (1)	03/01/2014		M	10,906	(5)	(5)	Common Stock	10,906	\$ 0 (1)	294,445	D	
Performance Restricted Stock Units	\$ 0 (1)	03/01/2014		M	76,337	(6)	(6)	Common Stock	76,337	\$ 0 (1)	218,108	D	

Reporting Owners

	Relationships
Reporting Owner Name / Address	

	Director	10% Owner	Officer	Other
Darnell David C. 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Co-chief Operating Officer	

Signatures

David C. Darnell/Evelyn King POA		03/04/2014
 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 restricted stock unit represents a contingent right to receive one share of Bank of America Corporation common stock.

(2) Each restricted stock unit is the economic equivalent of one share of Bank of America Corporation common stock.

(3) Disposition of shares to the issuer to satisfy the tax withholding obligation associated with the vesting of restricted stock units, which is exempt under Rule 16b-3(e).
On February 15, 2011, the reporting person was granted performance restricted stock units (PRSUs), vesting and payable 40% in cash and 60% in shares of Bank of America Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a twelve-month rolling period. Represents vesting and settlement on March 1, 2014 of cash portion of PRSUs based on the attainment of goals for the four quarters ending December 31, 2013.

(4) On February 15, 2011, the reporting person was granted performance restricted stock units (PRSUs), vesting and payable 40% in cash and 60% in shares of Bank of America Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a twelve-month rolling period. Represents vesting and settlement on March 1, 2014 of stock portion of PRSUs based on the attainment of goals for the four quarters ending December 31, 2013.

(5) On February 15, 2011, the reporting person was granted performance restricted stock units (PRSUs), vesting and payable 40% in cash and 60% in shares of Bank of America Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a twelve-month rolling period. Represents vesting and settlement of stock portion of PRSUs based on the attainment of goals for the four quarters ending June 30, 2012, with a settlement date of March 1, 2014. The cash portion of the PRSUs for that performance period was previously paid on March 1, 2013.

(6)

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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