

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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* Athanasia Dean C	2. Date of Event Requiring Statement (Month/Day/Year) 09/04/2014	3. Issuer Name and Ticker or Trading Symbol BANK OF AMERICA CORP /DE/ [BAC]	
(Last) (First) (Middle) 100 FEDERAL STREET		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Pres Prf & Sm Bs Bk & Co-Hd CB	
(Street) BOSTON, MA 02110		5. 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 Beneficially Owned		
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	34,063	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
2012 Restricted Stock Units	(1)	02/15/2015	Common Stock	51,573	\$ 0 (2)	D	
2013 Restricted Stock Units	(3)	02/15/2016	Common Stock	70,412	\$ 0 (2)	D	
2014 Restricted Stock Units	(4)	02/14/2017	Common Stock	79,327	\$ 0 (2)	D	
Option, Right to Buy	(5)	02/15/2018	Common Stock	45,206	\$ 42.7	D	
Option, Right to Buy	(5)	02/15/2016	Common Stock	63,000	\$ 44.36	D	
Option, Right to Buy	(5)	02/01/2015	Common Stock	70,000	\$ 46.68	D	
Option, Right to Buy	(5)	02/15/2017	Common Stock	63,000	\$ 53.85	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Athanasia Dean C 100 FEDERAL STREET BOSTON, MA 02110			Pres Prf & Sm Bs Bk & Co-Hd CB	

Signatures

Dean C. Athanasia/Evelyn D. King

09/15/2014

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted stock units, which are exempt under Rule 16b-3(d), vest and pay in cash on February 15, 2015.
- (2) Each restricted stock unit is the economic equivalent of one share of Bank of America Corporation common stock.
- (3) These restricted stock units, which are exempt under Rule 16b-3(d), vest and pay in cash in two equal installments on February 15, 2015 and February 15, 2016.
- (4) These restricted stock units, which are exempt under Rule 16b-3(d), vest and pay in cash in three equal annual installments commencing on February 14, 2015.
- (5) These options, which are exempt under Rule 16b-3(d), are fully exercisable.

Remarks:

athanasiapoa.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, Michael Hoes, Knut Nodeland, Amanda Daniel and Michael Pressman as the undersigneds true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigneds 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 undersigneds 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 undersigneds 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 ____ day of January, 2014.

Signature: _____/S/Dean C. Athanasia

Name: Dean C. Athanasia