

BANK OF AMERICA CORP /DE/
 Form 4
 May 08, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GIFFORD CHARLES K

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)

(Last) (First) (Middle)
100 NORTH TRYON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

CHARLOTTE, NC 28255
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					153,977 (1)	D	
Common Stock					1,090.02	I	As Custodian for Children
Common Stock					77,840	I	GRAT VIII

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	
					(A)	(D)	Date Exercisable	Expiration Date		
Phantom Stock	\$ 0 ⁽²⁾	03/27/2015		A V	1,033.9	012	<u>(3)</u>	<u>(3)</u>	Common Stock	1,033.9
Phantom Stock	\$ 0 ⁽²⁾	05/06/2015		A	9,821.98		<u>(4)</u>	<u>(4)</u>	Common Stock	9,821.98

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIFFORD CHARLES K 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X			

Signatures

Charles K. Gifford/Amanda D. Daniel POA 05/08/2015

**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) Includes 11,186 shares previously held indirectly through GRAT VIII that were distributed to the reporting person on June 16, 2014 and are now held directly.
- (2) 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.
- (3) Represents phantom stock units acquired in dividend reinvestment transactions under the Bank of America Corporation Director Deferral Plan.
- (4) Phantom stock units acquired represent payment of annual compensation for services as a director under the Bank of America Corporation Director Deferral Plan in transactions exempt under Rule 16b-3.

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.