O'Keefe Edward P. Form 4 February 15, 2012

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FOR	M									OMB API	PROVAL	
4	TATES S	SECUR	ΙI	TIES AN	D E	XCH.	ANGE	OMB Number:	3235-0287			
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Form 4 Form 5			. 16	( ) C.1		a	-					
obligati	ions Section			` '				_	e Act of 1934, ct of 1935 or			
may co See	ntinue.	Section 30		•		_	_	•				
Instruct	tion		` '			•	•					
1(b).												
(Print or Type	e Responses)											
1. Name and	2. Issuer Frame and French of Fracing					. Relationship of Reporting Person(s) to						
O'Keefe Edward P.			Symbol	Symbol					Issuer			
o receie Lawara I .				BANK OF AMERICA CORP /DE/ [BAC]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest 7	Гrа	insaction		-	Director		Owner	
100 NORTH TRYON CTREET				(Month/Day/Year)				- t	_X_ Officer (give itle below)	below)	r (specify	
100 NORTH TRYON STREET				02/13/2012					General Counsel			
	(Street)		4. If Amer			e Original			6. Individual or Jo	int/Group Fili	ng(Check	
			Filed(Mon	ın/Day/ Ye	ar)				Applicable Line) _X_ Form filed by 0			
CHARLOTTE, NC 28255  — Form filed by More than One Reporting Person									eporting			
(City)	(State)	(Zip)	Table I -	Non-De	riv	ative Seco	ırities	s Acqu	ired, Disposed of	, or Beneficia	ally Owned	
1.Title of	2. Transaction I							equired		6. Ownership	7. Nature of Indirect	
Security (Month/Day/Year) Execution any (Month/			on Date, if Transaction(A) or Disposed Code (Instr. 3, 4 and 5 (Day/Year) (Instr. 8)					) Securities Beneficially	Form:	Beneficial		
									Owned Following	Direct (D) or Indirect		
							(A)		Reported	(I)	(111511. 4)	
							or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common				Code	V	Amount	(D)	Price	(msu. 5 and 4)			
Stock	02/13/2012			M		11,130	A	\$ 0	57,853	D		
Common	02/13/2012			F		3,612	D	\$	54,241	D		
Stock								8.23			FF1 1.0	
Common Stock									6,001.46	I	Thrift Trust	
Reminder: Remind	eport on a separat	te line for eac	ch class of se	curities b	oen	eficially o	wned	directly	y or			
Persons who respond to the collection of								SEC 1474 (9-02)				
					information contained in					(9-02)		
		this form are not required to respond unless the										
			to respond diffess the									

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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. Transactic Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A or N of
Restricted Stock Units	\$ 0	02/13/2012		M	11,130	(1)	02/13/2012	Common Stock	1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
O'Keefe Edward P.							
100 NORTH TRYON STREET			General Counsel				

#### **Signatures**

CHARLOTTE, NC 28255

Edward P. O'Keefe/Roger C. McClary POA 02/15/2012

\*\*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) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal annual installments commencing on the first anniversary of the grant date.

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.