

BANK OF AMERICA CORP /DE/
Form 4
February 17, 2016

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 *
MOYNIHAN BRIAN T

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)
02/13/2016

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

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)	(A) or (D)	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	Price		
Common Stock	02/13/2016		M		17,747	\$ 0 ⁽¹⁾	787,880	D
Common Stock	02/13/2016		D		17,747	\$ 11.95	770,133	D
Common Stock	02/13/2016		M		47,325	\$ 0 ⁽²⁾	817,458	D
Common Stock	02/13/2016		F		16,086 ⁽³⁾	\$ 11.95	801,372	D
Common Stock	02/14/2016		M		50,080	\$ 0 ⁽²⁾	851,452	D

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Common Stock	02/14/2016	F	23,939 (3)	D	\$ 11.95	827,513	D	
Common Stock	02/15/2016	M	61,750	A	\$ 0 (2)	889,263	D	
Common Stock	02/15/2016	F	29,517 (3)	D	\$ 11.95	859,746	D	
Common Stock						2,910.479	I	401(k) Plan
Common Stock						1,276	I	Family Trust

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2015 Cash Settled Restricted Stock Units	(1)	02/13/2016		M		(4)	02/13/2016	Common Stock	17,747
2015 Restricted Stock Units	(2)	02/13/2016		M		(5)	02/13/2018	Common Stock	47,325
2014 Restricted Stock Units	(2)	02/14/2016		M		(6)	02/14/2017	Common Stock	50,080
2013 Restricted Stock	(2)	02/15/2016		M		(7)	02/15/2016	Common Stock	61,750

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOYNIHAN BRIAN T 100 NORTH TRYON STREET CHARLOTTE, NC 28255	X		Chairman and CEO	

Signatures

Brian T. Moynihan/Natalie A. Hyman POA	02/17/2016
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__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 unit is the economic equivalent of one share of Bank of America Corporation common stock.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (3) Disposition of shares to the issuer to satisfy a tax withholding obligation.

Payment was made pursuant to the terms of a Restricted Stock Unit Award Agreement. As per the Agreement, one-twelfth of the stock units vest and become payable in cash on the 13th day of each month during the 12-month period beginning March 2015 and ending in February 2016.

- (5) On February 13, 2015, the reporting person was granted units, vesting in three equal annual installments commencing with the first anniversary of the grant date.
- (6) On February 14, 2014, the reporting person was granted units, vesting in three equal annual installments commencing with the first anniversary of the grant date.
- (7) On February 15, 2013, the reporting person was granted units, vesting in three equal annual installments commencing with 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.

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