

Uni-Pixel
Form 5
February 04, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK OF AMERICA
CORPORATE CENTER, 100 N.
TRYON ST.

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Uni-Pixel [UNXL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
11/04/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | Amount (A) or (D) Price | | | |
| Common Stock | 11/04/2009 | ^ | C4(1) | 8,340,225 (1) A (1) \$ (1) (2) (1) | 12,389,590 (1) | I (3) | By Subsidiary (3) |
| Common Stock | 11/04/2009 | ^ | J4(1) | 377,594 (1) A (1) \$ (1) (2) (1) | 12,389,590 (1) | I (3) | By Subsidiary (3) |

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

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SEC 2270
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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title a Underlyi (Instr. 3 a |
|--|--|--------------------------------------|--|--------------------------------|--|--------------------------|--|------------------|---------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series C Preferred Stock | \$ 1.4 ⁽¹⁾ ₍₂₎ | 11/04/2009 | Â | J4 ⁽¹⁾ | Â | 892,858 ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Comm Stock |
| Warrant to Purchase Common Stock | \$ 1.4 | 11/04/2009 | Â | J4 ⁽⁵⁾ | Â | 3,214,289 ⁽⁵⁾ | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Comm Stock |
| Warrant to Purchase Common Stock | \$ 0.5 | 11/04/2009 | Â | J4 ⁽⁵⁾ | Â | 3,671,771 ⁽⁵⁾ | Â ⁽⁷⁾ | 10/31/2019 | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N. TRYON ST. CHARLOTTE, NC 28255 | Â | Â X | Â | Â |
| MERRILL LYNCH, PIERCE, FENNER & SMITH INC. ONE BRYANT PARK NEW YORK, NY 10036 | Â | Â X | Â | Â |

Signatures

/s/ Debra Cho 02/04/2010
 **Signature of Reporting Person Date

/s/ Robert Shine 02/04/2010
 **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).

- Pursuant to an Amended and Restated Conversion Agreement dated November 4, 2009 (the "Conversion Agreement"), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") surrendered and exchanged 892,858 shares of Uni-Pixel, Inc. Series C Preferred Stock ("Preferred Stock") for 8,717,819 shares of Uni-Pixel common stock ("Common Stock"), which included 377,594 shares relating to additionally awarded dividends.
- (1) Pursuant to an Amended and Restated Conversion Agreement dated November 4, 2009 (the "Conversion Agreement"), Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS") surrendered and exchanged 892,858 shares of Uni-Pixel, Inc. Series C Preferred Stock ("Preferred Stock") for 8,717,819 shares of Uni-Pixel common stock ("Common Stock"), which included 377,594 shares relating to additionally awarded dividends.
 - (2) Each share of Preferred Stock was convertible into a number of shares of Common Stock equal to the quotient obtained by dividing \$11.20, plus accrued and unpaid dividends, and any other declared and unpaid dividends, by \$1.40.
 - (3) The transactions reported on this Form 5 were effected by MLPFS, an indirect, wholly owned subsidiary of Bank of America Corporation.
 - (4) The Preferred Stock was convertible at any time and had no expiration date.
 - (5) Pursuant to the Conversion Agreement, a warrant to purchase 3,214,289 shares of Common Stock for a purchase price of \$1.40 per share was cancelled, and a new warrant to purchase 3,671,771 shares of Common Stock for a purchase price of \$0.50 was issued to MLPFS.
 - (6) The original warrant was exercisable until it was forfeited and exchanged pursuant to the Conversion Agreement.
 - (7) The new warrant is currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.