

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 *
 Smith Andrea B

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
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Administrative Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2016 | | M | | 30,247 A \$ 0 ⁽¹⁾ | 259,165 | D |
| Common Stock | 02/13/2016 | | F | | 14,459 ⁽²⁾ D \$ 11.95 | 244,706 | D |
| Common Stock | 02/14/2016 | | M | | 30,950 A \$ 0 ⁽¹⁾ | 275,656 | D |
| Common Stock | 02/14/2016 | | F | | 14,795 ⁽²⁾ D \$ 11.95 | 260,861 | D |
| Common Stock | 02/15/2016 | | M | | 36,882 A \$ 0 ⁽¹⁾ | 297,743 | D |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|----------|---------|---|--------------|
| Common Stock | 02/15/2016 | F | 17,630 <u>(2)</u> | D | \$ 11.95 | 280,113 | D | |
| Common Stock | | | | | | 54 | I | UTMA Trust 1 |

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 | |
| 2015 Restricted Stock Units | <u>(1)</u> | 02/13/2016 | | M | 30,247 | <u>(3)</u> 02/13/2018 | Common Stock | 30,247 |
| 2014 Restricted Stock Units | <u>(1)</u> | 02/14/2016 | | M | 30,950 | <u>(4)</u> 02/14/2017 | Common Stock | 30,950 |
| 2013 Restricted Stock Units | <u>(1)</u> | 02/15/2016 | | M | 36,882 | <u>(5)</u> 02/15/2016 | Common Stock | 36,882 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Andrea B 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | | | Chief Administrative Officer | |

Signatures

Andrea B. Smith/Natalie A.
Hyman

02/17/2016

__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 represents a contingent right to receive one share of Bank of America Corporation common stock.
 - (2) Disposition of shares to the issuer to satisfy a tax withholding obligation.
 - (3) 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.
 - (4) 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.
 - (5) 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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