

BANK OF AMERICA CORP /DE/

Form 4

February 12, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bessant Catherine P

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)
02/12/2016

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Ops & Tech Officer

CHARLOTTE, NC 28255

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	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 (A) or (D) Price			
Common Stock					419,103.52	D	
Common Stock					7,943.81 ⁽¹⁾	I	401(k) Plan
Common Stock					1,250	I	UTMA Trust 1
Common Stock					1,250	I	UTMA Trust 2

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
2016 Performance Restricted Stock Units	(2)	02/12/2016		A		134,524		(3)	(3)	Common Stock	134,524
2016 Restricted Stock Units	(2)	02/12/2016		A		134,524		(4)	02/15/2019	Common Stock	134,524

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bessant Catherine P 100 NORTH TRYON STREET CHARLOTTE, NC 28255	Chief Ops & Tech Officer

Signatures

Catherine P. Bessant/Natalie A. Hyman POA 02/12/2016

__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) The share equivalents attributed to the reporting person's 401(k) balance increased 47.04 shares due to dividend reinvestments and changes in the Net Asset Value (NAV) of the issuer's stock fund.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (3) Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units are subject to the attainment of pre-established performance goals. One-half of the units have performance goals based on the Company's three year average return on assets and one-half of the units have performance goals based on the Company's three year

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average growth in adjusted tangible book value, both beginning on January 1, 2016 and ending December 31, 2018. To the extent earned, the award will be settled in shares on March 1, 2019, except that any portion earned above 100% will be settled in shares on March 1, 2021. The reported number of units represents the "target" amount of the award (i.e., 100%); the actual award upon vesting may range between 0% and 125% of the target, depending upon satisfaction of the performance goals.

- (4) Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units vest in three equal annual installments commencing February 15, 2017.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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