

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Donofrio Paul M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

100 NORTH TRYON STREET

(Street)

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

CHARLOTTE, NC 28255

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2016 | | M | | \$ 0 ⁽¹⁾ 482,947 | D | |
| Common Stock | 02/13/2016 | | D | | \$ 11.95 363,348 | D | |
| Common Stock | 02/14/2016 | | M | | \$ 0 ⁽¹⁾ 475,528 | D | |
| Common Stock | 02/14/2016 | | D | | \$ 11.95 363,348 | D | |
| Common Stock | 02/15/2016 | | M | | \$ 0 ⁽¹⁾ 529,596 | D | |

| | | | | | | | | | |
|--------------|------------|--|---|---------|---|----------|---------|---|-----|
| Common Stock | 02/15/2016 | | D | 166,248 | D | \$ 11.95 | 363,348 | D | |
| Common Stock | | | | | | | 300 | I | IRA |

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

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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) (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| 2015 Restricted Stock Units | (1) | 02/13/2016 | | M | 119,599 | (2) 02/13/2018 | Common Stock 119,599 |
| 2014 Restricted Stock Units | (1) | 02/14/2016 | | M | 112,180 | (3) 02/14/2017 | Common Stock 112,180 |
| 2013 Restricted Stock Units | (1) | 02/15/2016 | | M | 166,248 | (4) 02/15/2016 | Common Stock 166,248 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Donofrio Paul M 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | | | Chief Financial Officer | |

Signatures

Paul M. Donofrio/Natalie A.
Hyman POA

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 is the economic equivalent of one share of Bank of America Corporation common stock.
 - (2) On February 13, 2015, the reporting person was granted units, vesting and payable in cash in three equal annual installments commencing with the first anniversary of the grant date.
 - (3) On February 14, 2014, the reporting person was granted units, vesting and payable in cash in three equal annual installments commencing with the first anniversary of the grant date.
 - (4) On February 15, 2013, the reporting person was granted units, vesting and payable in cash 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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