

Bessant Catherine P
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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

(Last) (First) (Middle)
 100 NORTH TRYON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2019

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

CHARLOTTE, NC 28255

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)	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	03/01/2019		M		\$ 0 ⁽¹⁾	I	Revocable Trust
Common Stock	03/01/2019		F		60,626 ⁽²⁾	I	Revocable Trust
Common Stock					471,389.52	D	
Common Stock					8,289.95	I	401(k) Plan
Common Stock					1,250	I	UTMA Trust 1

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Common Stock	1,250	I	UTMA Trust 2
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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 Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
2016 Performance Restricted Stock Units	<u>(1)</u>	03/01/2019		M			134,524	<u>(3)</u>	<u>(3)</u>	Common Stock 13
2016 Performance Restricted Stock Units	<u>(1)</u>	03/01/2019		A			21,523	<u>(4)</u>	<u>(4)</u>	Common Stock 21

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/Amanda D. Daniel POA	03/05/2019
**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.

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- On February 12, 2016, the reporting person was granted units, subject to the Company's attainment of 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
- (3) goals based on the Company's three year average growth in adjusted tangible book value, both beginning on January 1, 2016 and ending December 31, 2018. For the performance period, an amount equaling 116% of the target was earned. Of the 116% earned, 100% was settled in shares on March 1, 2019 and the remaining 16% will be settled in shares on March 1, 2021.
 - (4) For the performance period beginning January 1, 2016 and ending December 31, 2018, an amount equaling 116% of the target was earned; the amount earned exceeding 100% resulted in an additional 21,523 units with a settlement date of March 1, 2021.

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