

BANK OF AMERICA CORP /DE/
 Form 4
 March 03, 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 *
 LAUGHLIN TERRENCE 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)
 03/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman, GWIM

CHARLOTTE, NC 28255

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

(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	03/01/2016		M			75,515	A	\$ 0 ⁽¹⁾	622,613.71	I	By Revocable Trust
Common Stock	03/01/2016		D			75,515	D	\$ 13.19	547,098.71	I	By Revocable Trust
Common Stock	03/01/2016		M			178,982	A	\$ 0 ⁽²⁾	726,080.71	I	By Revocable Trust
Common Stock	03/01/2016		F			92,302	D	\$ ⁽³⁾	633,778.71	I	By Revocable

Common Stock	36	I	Trust By Spouse IRA
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
2013 Performance Stock Units	<u>(1)</u>	03/01/2016		M	75,515	<u>(4)</u> <u>(4)</u>	Common Stock 75,515
2012 Performance Restricted Stock Units	<u>(2)</u>	03/01/2016		M	178,982	<u>(6)</u> <u>(6)</u>	Common Stock 178,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUGHLIN TERENCE P 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Vice Chairman, GWIM	

Signatures

Terrence P. Laughlin/Natalie A. Hyman POA	03/03/2016
**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).

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- (1) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (3) Disposition of shares to the issuer to satisfy a tax withholding obligation.

On February 15, 2013, the reporting person was granted units, vesting and payable in cash based on the closing price of Bank of America Corporation common stock on the settlement date, subject to the Company's attainment of performance goals. One-half of the units have

- (4) 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 average growth in adjusted tangible book value, both beginning on January 1, 2013 and ending on December 31, 2015.
- (5) The units have reached the end of the performance period. No units remain outstanding.

On February 15, 2012, the reporting person was granted units that vest subject to the Company's attainment of return on asset

- (6) performance goals measured each quarter based on a 12-month rolling period. Represents vesting and settlement on March 1, 2016 of units based on the attainment of goals for the four quarters ending December 31, 2015.

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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