

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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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)
03/01/2016

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

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)	(A) or (D)	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	Price		
Common Stock	03/01/2016		M		46,471	\$ 0 ⁽¹⁾	326,584	D
Common Stock	03/01/2016		D		46,471	\$ 13.19	280,113	D
Common Stock	03/01/2016		M		73,457	\$ 0 ⁽²⁾	353,570	D
Common Stock	03/01/2016		F		35,113 ⁽³⁾	\$ 13.19	318,457	D
Common Stock							54	I UTMA Trust 1

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- (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, 2011, the reporting person was granted units, vesting and payable in shares of Bank of America Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a 12-month rolling

- (6) 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.

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.