

Bessant Catherine P
 Form 4
 February 16, 2018

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					499,499.52	D	
Common Stock					8,107.94	I	401(k) Plan
Common Stock					75,367	I	Revocable Trust
Common Stock					1,250	I	UTMA Trust 1
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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(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)	Amount or Number of Shares
2018 Performance Restricted Stock Units	<u>(1)</u>	02/15/2018		A	67,481	<u>(2)</u> <u>(2)</u>	Common Stock	67,481
2018 Restricted Stock Units	<u>(1)</u>	02/15/2018		A	67,481	<u>(3)</u> 02/15/2021	Common Stock	67,481

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 02/16/2018

**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) 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, 2018 and ending December 31, 2020. To the extent earned, the award will be settled in shares on March 1, 2021. The reported number of units represents the "maximum" amount of the award (i.e., 100%); the actual award upon vesting may range between 0% and 100% of the maximum, depending upon satisfaction of the performance goals.

- (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 vest in three equal annual installments commencing February 15, 2019.

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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