

Bessant Catherine P
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 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)
 02/15/2019

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/15/2019 | | M | 44,842 A \$ 0 ⁽¹⁾ | 159,790 | I | Revocable Trust |
| Common Stock | 02/15/2019 | | F | 20,212 ₍₂₎ D \$ 29.11 | 139,578 | I | Revocable Trust |
| Common Stock | 02/15/2019 | | M | 27,480 A \$ 0 ⁽¹⁾ | 167,058 | I | Revocable Trust |
| Common Stock | 02/15/2019 | | F | 12,390 ₍₂₎ D \$ 29.11 | 154,668 | I | Revocable Trust |
| Common Stock | 02/15/2019 | | M | 22,493 A \$ 0 ⁽¹⁾ | 177,161 | I | Revocable Trust |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|----------|------------|---|-----------------|
| Common Stock | 02/15/2019 | F | 10,152 (2) | D | \$ 29.11 | 167,009 | 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 |
| Common Stock | | | | | | 1,250 | I | UTMA Trust 2 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 or Number of Shares |
| 2016 Restricted Stock Units | (1) | 02/15/2019 | | M | 44,842 | (3) | 02/15/2019 | Common Stock | 44,842 |
| 2017 Restricted Stock Units | (1) | 02/15/2019 | | M | 27,480 | (4) | 02/15/2020 | Common Stock | 27,480 |
| 2018 Restricted Stock Units | (1) | 02/15/2019 | | M | 22,493 | (5) | 02/15/2021 | Common Stock | 22,493 |

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 | 02/20/2019 |
| **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.
- (3) On February 12, 2016, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2017.
- (4) On February 15, 2017, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2018.
- (5) On February 15, 2018, the reporting person was granted units, vesting in three equal annual installments commencing on 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. 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.