

Montag Thomas K.
Form 4
August 07, 2018

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 *
Montag Thomas K.

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)
08/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating 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 | 08/03/2018 | | M | | 2,102,216 | A | \$ 30.71 | 3,927,118 ⁽¹⁾ D |
| Common Stock | 08/03/2018 | | F | | 2,077,252 ⁽²⁾ | D | \$ 31.51 | 1,849,866 D |
| Common Stock | 05/24/2018 | | G | V | 341,337 | D | \$ 0 | 0 ⁽¹⁾ I |
| Common Stock | 05/24/2018 | | G | V | 341,337 | A | \$ 0 | 812,061 ⁽¹⁾ I |
| | | | | | | | | 2016 GRAT |
| | | | | | | | | Family Trust |

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 Number Shares |
| Option, Right to Buy | \$ 30.71 | 08/03/2018 | | M ⁽³⁾ | 2,102,216 | ⁽⁴⁾ 08/04/2018 | Common Stock 2,102, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Montag Thomas K. 100 NORTH TRYON STREET CHARLOTTE, NC 28255 | | | Chief Operating Officer | |

Signatures

Thomas K. Montag/Natalie A. Hyman POA
Date: 08/07/2018

**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) 152,777 shares were distributed to the reporting person as an annuity payment from the 2016 GRAT on May 23, 2018 and are reported on this Form 4 as directly owned; the remaining 341,337 shares from the 2016 GRAT were distributed on May 24, 2018 to the Family Trust.
- (2) Represents previously owned shares tendered by the reporting person to the issuer in payment of the option exercise price plus a disposition of shares to the issuer to satisfy a tax withholding obligation. The reporting person received 24,964 shares net of such withholding.
- (3) Option exercise effected under a written plan established May 18, 2018, pursuant to the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (4) These options vested and became exercisable as follows: 714,754 on February 4, 2009, and 693,731 on each of January 1, 2010 and January 1, 2011. All options had an expiration date of August 4, 2018.

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.