

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 *
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)
03/01/2016

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

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

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)
			Code	V	Amount or Price		
Common Stock	03/01/2016		M		\$ 0 ⁽¹⁾ 551,189	D	
Common Stock	03/01/2016		D		\$ 13.19 358,968	D	
Common Stock	03/01/2016		M		\$ 0 ⁽²⁾ 827,270	D	
Common Stock	03/01/2016		F		\$ ⁽³⁾ 261,407 13.19 565,863	D	
Common Stock	03/01/2016		M		\$ 0 ⁽¹⁾ 765,945	D	

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Common Stock	03/01/2016	D	200,082	D	\$ 13.19	565,863	D	
Common Stock	03/01/2016	M	300,123	A	\$ 0 ⁽²⁾	865,986	D	
Common Stock	03/01/2016	F	167,529 ⁽³⁾	D	\$ 13.19	698,457	D	
Common Stock						486,919	I	2014 GRAT
Common Stock						696,050	I	2016 GRAT
Common Stock						470,724	I	Family Trust

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 Underlying Securities
2013 Performance Stock Units	<u>(1)</u>	03/01/2016		M	192,221	<u>(4)</u> <u>(4)</u>	Common Stock 192,221
2012 Performance Restricted Stock Units	<u>(2)</u>	03/01/2016		M	468,302	<u>(6)</u> <u>(6)</u>	Common Stock 468,302
Performance Restricted Stock Units	<u>(1)</u>	03/01/2016		M	200,082	<u>(7)</u> <u>(7)</u>	Common Stock 200,082
Performance Restricted Stock Units	<u>(2)</u>	03/01/2016		M	300,123	<u>(8)</u> <u>(8)</u>	Common Stock 300,123

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	03/03/2016
<u> </u> 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 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 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.
- (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 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.
- (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.

- On February 15, 2011, the reporting person was granted units, vesting and payable 40% in cash and 60% 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 period. Represents vesting and settlement on March 1, 2016 of cash portion of units based on the attainment of goals for the four quarters ending December 31, 2015.
- (7) Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a 12-month rolling period. Represents vesting and settlement on March 1, 2016 of cash portion of units based on the attainment of goals for the four quarters ending December 31, 2015.

- On February 15, 2011, the reporting person was granted units, vesting and payable 40% in cash and 60% 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 period. Represents vesting and settlement on March 1, 2016 of stock portion of units based on the attainment of goals for the four quarters ending December 31, 2015.
- (8) Corporation common stock subject to the Company's attainment of return on asset performance goals measured each quarter based on a 12-month rolling period. Represents vesting and settlement on March 1, 2016 of stock portion 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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