

BANK OF AMERICA CORP /DE/
 Form 4
 March 03, 2017

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)
 03/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Ops & Tech 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 (D) Price (A) or (D)			
Common Stock	03/01/2017		M	61,280 A \$ 0 (1)	633,258.52	D	
Common Stock	03/01/2017		D	61,280 D \$ 25.5	571,978.52	D	
Common Stock					8,023.04	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.

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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
2014 Performance Restricted Stock Units	(1)	03/01/2017		M	61,280	(2) (2)	Common Stock	61,280

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
Date: 03/03/2017

__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.

On February 14, 2014, 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, 2014 and ending on December 31, 2016.

(3) The units have reached the end of the performance period. No units remain outstanding.

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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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