

Smith Andrea B
Form 4
February 20, 2019

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 *
Smith Andrea B

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
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Administrative 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/15/2019		M		44,842 A \$ 0 ⁽¹⁾	275,053	D
Common Stock	02/15/2019		F		20,096 ⁽²⁾ D \$ 29.11	254,957	D
Common Stock	02/15/2019		M		28,124 A \$ 0 ⁽¹⁾	283,081	D
Common Stock	02/15/2019		F		12,620 ⁽²⁾ D \$ 29.11	270,461	D
Common Stock	02/15/2019		M		22,493 A \$ 0 ⁽¹⁾	292,954	D

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Common Stock	02/15/2019	F	10,132 (2)	D	\$ 29.11	282,822	D	
Common Stock						100,000	I	2018 GRAT
Common Stock						54	I	UTMA Trust 1

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 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	28,124	(4) 02/15/2020	Common Stock 28,124
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
Smith Andrea B 100 NORTH TRYON STREET			Chief Administrative	

CHARLOTTE, NC 28255

Officer

Signatures

Andrea B. Smith/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.

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