

Smith Andrea B  
Form 4  
March 05, 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 \*  
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)  
03/01/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/22/2018		G <sup>(1)</sup>	V 62,500 D \$ 0	230,211 <sup>(2)</sup>	D	
Common Stock	03/01/2018		M	90,741 A \$ 0 <sup>(3)</sup>	320,952	D	
Common Stock	03/01/2018		D	90,741 D \$ 31.48	230,211	D	
Common Stock					100,000	I	2018 GRAT
Common Stock					54	I	UTMA Trust 1

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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
2015 Performance Restricted Stock Units	(3)	03/01/2018		M	90,741	(4) (4)	Common Stock 90,741
2015 Performance Restricted Stock Units	(3)	03/01/2018		A	1,814	(5) (5)	Common Stock 1,814

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Andrea B 100 NORTH TRYON STREET CHARLOTTE, NC 28255			Chief Administrative Officer	

**Signatures**

Andrea B. Smith/Natalie A. Hyman POA 03/05/2018

\*\*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) Represents a charitable gift by the reporting person.
- (2) 100,000 shares previously reported as being owned directly by the reporting person were transferred to the 2018 GRAT and are now indirectly held by the reporting person.
- (3) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.

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- On February 13, 2015, 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 reported have performance goals based on the Company's three-year average return on assets and one-half of the units reported have performance goals based on the Company's three-year average growth in adjusted tangible book value, both beginning on January 1, 2015 and ending December 31, 2017. For the performance period, an amount equaling 102% of the target was earned. Of the 102% earned, 100% was settled in cash on March 1, 2018 and the remaining 2% will be settled in cash on March 1, 2020.
- (4)
- (5) For the performance period beginning January 1, 2015 and ending December 31, 2017, an amount equaling 102% of the target was earned; the amount earned exceeding 100% resulted in an additional 1,814 units with a settlement date of March 1, 2020.

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.