

BANK OF AMERICA CORP /DE/

Form 4

February 17, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOYNIHAN BRIAN T

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)  
02/15/2017

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2017                              |                                                             | M                                    | 76,719 A                                                                | \$ 0 <sup>(1)</sup> 1,190,375                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2017                              |                                                             | F                                    | 36,953 <sup>(2)</sup> D                                                 | \$ 24.58 1,153,422                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2017                              |                                                             | M                                    | 28,770 A                                                                | \$ 0 <sup>(3)</sup> 1,182,192                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2017                              |                                                             | D                                    | 28,770 D                                                                | \$ 24.58 1,153,422                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,939.561                                                                                                          | I                                                                    | 401(k)<br>Plan                                                    |

|                 |     |   |                 |
|-----------------|-----|---|-----------------|
| Common<br>Stock | 638 | I | Family<br>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<br>Derivative<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                      |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| 2016<br>Restricted<br>Stock<br>Units                 | (1)                                                                | 02/15/2017                              |                                                             | M                                    | 76,719                                                                                                       | (4)                                                            | 02/15/2019         | Common<br>Stock                                                     | 76,719                              |
| 2016 Cash<br>Settled<br>Restricted<br>Stock<br>Units | (3)                                                                | 02/15/2017                              |                                                             | M                                    | 28,770                                                                                                       | (5)                                                            | 02/15/2017         | Common<br>Stock                                                     | 28,770                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                  |       |
|-------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                   | Director      | 10% Owner | Officer          | Other |
| MOYNIHAN BRIAN T<br>100 NORTH TRYON STREET<br>CHARLOTTE, NC 28255 | X             |           | Chairman and CEO |       |

## Signatures

|                                           |            |
|-------------------------------------------|------------|
| Brian T. Moynihan/Natalie A.<br>Hyman POA | 02/17/2017 |
|-------------------------------------------|------------|

           \*\*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 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) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.
- (4) On February 12, 2016, the reporting person was granted units, vesting in three equal annual installments commencing on February 15, 2017.
- (5) On February 12, 2016, the reporting person was granted units, vesting and payable solely in cash as follows: 1/12th of the stock units vest and become payable on the 15th day of each month during the 12-month period beginning in March 2016 and ending in February 2017.

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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