Nguyen Thong M Form 4 February 15, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person *

(First)

(State)

100 NORTH TRYON STREET

Nguyen Thong M

2. Issuer Name and Ticker or Trading

Symbol

BANK OF AMERICA CORP /DE/

[BAC]

(Month/Day/Year)

02/15/2019

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

(Middle)

(Zip)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

below)

Issuer

Director

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice Chairman

below)

Person

CHARLOTTE, NC 28255

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Common

123,763

D

401(k)

Common Stock

Stock

I

Plan

(9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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291.873 (1)

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
2019 Performance Restricted Stock Units	(2)	02/15/2019		A	115,304	(3)	<u>(3)</u>	Common Stock	115,
2019 Restricted Stock Units	(2)	02/15/2019		A	115,304	<u>(4)</u>	02/15/2022	Common Stock	115,

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Nguyen Thong M

100 NORTH TRYON STREET Vice Chairman CHARLOTTE, NC 28255

Signatures

Thong M. Nguyen/Amanda D.
Daniel POA

02/15/2019

**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) The share equivalents attributed to the reporting person's 401(k) balance increased 6.715 shares due to dividend reinvestments and changes in the Net Asset Value of the issuer's stock fund.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
 - Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units are subject to the attainment of pre-established 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
- (3) average growth in adjusted tangible book value, both beginning on January 1, 2019 and ending December 31, 2021. To the extent earned, the award will be settled in shares on March 1, 2022. The reported number of units represents the "maximum" amount of the award (i.e., 100%); the actual award upon vesting may range between 0% and 100% of the maximum, depending upon satisfaction of the performance goals.
- (4) Award under the Bank of America Corporation Key Employee Equity Plan in a transaction that is exempt under Rule 16b-3(d). These units vest in three equal annual installments commencing February 15, 2020.

Reporting Owners 2

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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. 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.