### Edgar Filing: BANK OF AMERICA CORP /DE/ - Form 4

#### BANK OF AMERICA CORP/DE/

Form 4

February 12, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Montag Thomas K.	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2016	Director 10% Owner _X Officer (give title Other (specify below)  Chief Operating Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHARLOTTE, NC 28255		Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		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)	
Common Stock			Code V	Amount	(D) Price	251,317	D	
Common Stock						486,919	I	2014 GRAT
Common Stock						696,050 (1)	I	2016 GRAT
Common Stock						470,724	I	Family Trust

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

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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 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 on 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
2016 Performance Restricted Stock Units	<u>(2)</u>	02/12/2016		A	345,239	<u>(3)</u>	(3)	Common Stock	345,
2016 Restricted Stock Units	(2)	02/12/2016		A	345,239	<u>(4)</u>	02/15/2019	Common Stock	345,

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Montag Thomas K.

100 NORTH TRYON STREET Chief Operating Officer

CHARLOTTE, NC 28255

## **Signatures**

Thomas K. Montag/Natalie A. Hyman POA 02/12/2016

\*\*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) 696,050 shares previously reported as being held under the 2014 GRAT were transferred to the 2016 GRAT.
- (2) Each unit represents a contingent right to receive one share of Bank of America Corporation common stock.
- (3) 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 average growth in adjusted tangible book value, both beginning on January 1, 2016 and ending December 31, 2018. To the extent earned,

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the award will be settled in shares on March 1, 2019, except that any portion earned above 100% will be settled in shares on March 1, 2021. The reported number of units represents the "target" amount of the award (i.e., 100%); the actual award upon vesting may range between 0% and 125% of the target, 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, 2017.

#### **Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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.