

PIMCO Income Strategy Fund II
Form 4
May 03, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

**BANK OF AMERICA
CORPORATE CENTER, 100 N.
TRYON STREET**

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PIMCO Income Strategy Fund II
[PFN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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	01/05/2011		P		500	A	\$ 9.88	500	I	By Subsidiary
Common Stock	01/05/2011		S		500	D	\$ 9.9	0	I	By Subsidiary
Common Stock	01/07/2011		P		200	A	\$ 9.88	200	I	By Subsidiary
Common Stock	01/07/2011		S		200	D	\$ 10.05	0	I	By Subsidiary
	01/11/2011		P		1,700	A		1,700	I	

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Common Stock					\$ 10.01			By Subsidiary
Common Stock	01/11/2011	S	1,700	D	\$ 9.97	0	I	By Subsidiary
Common Stock	01/12/2011	P	2,000	A	\$ 9.89	2,000	I	By Subsidiary
Common Stock	01/12/2011	S	1,800	D	\$ 9.99	200	I	By Subsidiary
Common Stock	01/12/2011	S	200	D	\$ 10	0	I	By Subsidiary
Common Stock	01/24/2011	P	1,500	A	\$ 10.09	1,500	I	By Subsidiary
Common Stock	01/24/2011	S	700	D	\$ 10.14	800	I	By Subsidiary
Common Stock	01/24/2011	S	800	D	\$ 10.16	0	I	By Subsidiary
Common Stock	02/03/2011	P	5,550	A	\$ 10.47	5,550	I	By Subsidiary
Common Stock	02/03/2011	S	4,850	D	\$ 10.45	700	I	By Subsidiary
Common Stock	02/03/2011	S	700	D	\$ 10.46	0	I	By Subsidiary
Common Stock	03/03/2011	P	2,000	A	\$ 10.63	2,000	I	By Subsidiary
Common Stock	03/03/2011	S	900	D	\$ 10.63	1,100	I	By Subsidiary
Common Stock	03/03/2011	S	1,100	D	\$ 10.64	0	I	By Subsidiary
Common Stock	03/08/2011	P	2,000	A	\$ 10.57	2,000	I	By Subsidiary
Common Stock	03/08/2011	S	2,000	D	\$ 10.76	0	I	By Subsidiary
Common Stock	03/15/2011	P	500	A	\$ 10.63	500	I	By Subsidiary
Common Stock	03/15/2011	P	1,380	A	\$ 10.64	1,880	I	By Subsidiary
Common Stock	03/15/2011	S	1,780	D	\$ 10.6	100	I	By Subsidiary
Common Stock	03/15/2011	S	100	D	\$ 10.61	0	I	By Subsidiary
	03/17/2011	P	250	A		250	I	

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Common Stock					\$ 10.56		By Subsidiary
Common Stock	03/17/2011	S	250	D	\$ 10.59 0	I	By Subsidiary

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N. TRYON STREET CHARLOTTE, NC 28255	X
MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NORTH TOWER NEW YORK, NY 10080	X

Signatures

Bank of America Corporation, By: /s/ Beth Dorfman, Authorized Signatory	05/03/2011
____Signature of Reporting Person	Date
Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact	05/03/2011

__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).

Remarks:

The transactions reported on this Form 4 were effected by Merrill Lynch, Pierce, Fenner & Smith Incorporated, an indirect, wh

Disgorgement of profits, if applicable, based on transactions reported above is being made by the Reporting Persons to the Issu

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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