

MOYNIHAN BRIAN T

Form 4

March 05, 2018

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

OMB APPROVAL

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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 *
MOYNIHAN BRIAN T2. 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 ☐ 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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 03/01/2018 | | M | 354,939 | A \$ 0 ⁽¹⁾ | 1,526,638 | D |
| Common Stock | 03/01/2018 | | D | 354,939 | D \$ 31.48 | 1,171,699 | D |
| Common Stock | | | | | | 2,970.694 | I 401(k) Plan |
| Common Stock | | | | | | 638 | I Family Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| 2015 Performance Restricted Stock Units | (1) | 03/01/2018 | | M | 354,939 | (2) (2) | Common Stock 354,939 |
| 2015 Performance Restricted Stock Units | (1) | 03/01/2018 | | A | 7,098 | (3) (3) | Common Stock 7,098 |

Reporting Owners

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

Signatures

Brian T. Moynihan/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) Each unit is the economic equivalent of one share of Bank of America Corporation common stock.

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.

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- (3) 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 7,098 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.

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