

FLEETWOOD ENTERPRISES INC/DE/
Form 4
December 19, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
FLEETWOOD ENTERPRISES INC/DE/ [FLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N TRYON ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2008

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

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/17/2008		S	432,450	D	\$ 0.13	21,735,816	I	By Subsidiary (1)
Common Stock	12/17/2008		S	107,870	D	\$ 0.131	21,627,946	I	By Subsidiary (1)
Common Stock	12/17/2008		S	64,400	D	\$ 0.132	21,563,546	I	By Subsidiary (1)
Common Stock	12/17/2008		S	644,310	D	\$ 0.133	20,919,236	I	By Subsidiary

Common Stock	12/17/2008	S	92,626	D	\$ 0.134	20,826,610	I	(1) By Subsidiary (1)
Common Stock	12/17/2008	S	164,244	D	\$ 0.135	20,662,366	I	By Subsidiary (1)
Common Stock	12/17/2008	S	50,800	D	\$ 0.136	20,611,566	I	By Subsidiary (1)
Common Stock	12/17/2008	S	100	D	\$ 0.137	20,611,466	I	By Subsidiary (1)
Common Stock	12/17/2008	S	89,700	D	\$ 0.14	20,521,766	I	By Subsidiary (1)
Common Stock	12/17/2008	S	3,400	D	\$ 0.141	20,518,366	I	By Subsidiary (1)
Common Stock	12/17/2008	S	100	D	\$ 0.142	20,518,266	I	By Subsidiary (1)

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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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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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/ 100 N TRYON ST CHARLOTTE, NC 28255		X		

Signatures

/s/ Debra Cho, Senior Vice
President

12/19/2008

**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) All of these shares are owned directly by Banc of America Securities LLC, except for 91 shares that are owned directly by Bank of America, N.A. Banc of America Securities LLC and Bank of America, N.A. are both wholly owned subsidiaries of Bank of America Corporation. Bank of America Corporation is an indirect beneficial owner of the reported securities. All of the sales of shares reported in this Form 4 are attributable to Banc of America Securities LLC.

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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