

NEIL COTTY
Form 3
August 04, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| NEIL COTTY | | (Month/Day/Year) | BANK OF AMERICA CORP /DE/ [BAC] | |
| (Last) | (First) | (Middle) | 07/27/2009 | |
| 100 N TRYON | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ST, NC1-007-19-12 | | | | |
| (Street) | | | (Check all applicable) | |
| CHARLOTTE, NC 28255 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 10,564 | D | |
| Common Stock | 3,056.81 | I | Thrift Trust |
| Common Stock | 13,402 | I | Revocable Trust |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Restricted Stock Units | Â <u>(1)</u> | 02/15/2010 | Common Stock | 15,434 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Stock Units | Â <u>(1)</u> | 02/15/2011 | Common Stock | 13,387 | \$ 0 <u>(3)</u> | D | Â |
| Restricted Stock Units | Â <u>(2)</u> | 02/13/2012 | Common Stock | 141,904 | \$ 0 <u>(3)</u> | D | Â |
| Option, Right to Buy | Â <u>(4)</u> | 02/01/2012 | Common Stock | 20,000 | \$ 30.68 | D | Â |
| Option, Right to Buy | Â <u>(4)</u> | 02/03/2013 | Common Stock | 40,000 | \$ 35.02 | D | Â |
| Option, Right to Buy | Â <u>(4)</u> | 02/02/2014 | Common Stock | 80,000 | \$ 40.78 | D | Â |
| Option, Right to Buy | Â <u>(4)</u> | 02/01/2015 | Common Stock | 84,000 | \$ 46.68 | D | Â |
| Option, Right to Buy | Â <u>(5)</u> | 02/15/2016 | Common Stock | 84,000 | \$ 44.36 | D | Â |
| Option, Right to Buy | Â <u>(5)</u> | 02/15/2017 | Common Stock | 84,000 | \$ 53.85 | D | Â |
| Option, Right to Buy | Â <u>(5)</u> | 02/15/2018 | Common Stock | 63,000 | \$ 42.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NEIL COTTY 100 N TRYON ST NC1-007-19-12 CHARLOTTE, NC 28255 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

Neil Cotty/Roger C. McClary POA
08/04/2009

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted stock units, which are exempt under Rule 16b-3(d), vest on the third anniversary of the grant date.
- (2) These restricted stock units, which are exempt under Rule 16b-3(d), vest in three equal installments commencing on the first anniversary of the grant date.
- (3) Each restricted stock unit represents a contingent right to receive one share of Bank of America common stock
- (4) These options, which are exempt under Rule 16b-3(d), vest in three equal installments commencing on the first anniversary of the grant date.
- (5) These options, which are exempt under Rule 16b-3(d), fully vest on the third anniversary of the grant date. The proceeds must be held for three years following exercise.

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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