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

FORM 10-K

(Mark One)

[✓] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2010

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission file number:
1-6523

Exact name of registrant as specified in its charter:

Bank of America Corporation

State or other jurisdiction of incorporation or organization:
Delaware
IRS Employer Identification No.:
56-0906609
Address of principal executive offices:
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255
Registrant's telephone number, including area code:
(704) 386-5681
SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01 per share	New York Stock Exchange London Stock Exchange Tokyo Stock Exchange
Depositary Shares, each Representing a 1/1,000th interest in a share of 6.204% Non-Cumulative Preferred Stock, Series D	New York Stock Exchange
Depositary Shares, each Representing a 1/1,000th interest in a share of Floating Rate Non-Cumulative Preferred Stock, Series E	New York Stock Exchange
Depositary Shares, each Representing a 1/1,000th Interest in a Share of 8.20% Non-Cumulative Preferred Stock, Series H	New York Stock Exchange
Depositary Shares, each Representing a 1/1,000th interest in a share of 6.625% Non-Cumulative Preferred Stock, Series I	New York Stock Exchange
Depositary Shares, each Representing a 1/1,000th interest in a share of 7.25% Non-Cumulative Preferred Stock, Series J	New York Stock Exchange
7.25% Non-Cumulative Perpetual Convertible Preferred Stock, Series L	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 1	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 2	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation 6.375% Non-Cumulative Preferred Stock, Series 3	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 4	New York Stock Exchange
Depositary Shares, each representing a 1/1,200th interest in a share of Bank of America Corporation Floating Rate Non-Cumulative Preferred Stock, Series 5	New York Stock Exchange
Depositary Shares, each representing a 1/40th interest in a share of Bank of America Corporation 6.70% Non-cumulative Perpetual Preferred Stock, Series 6	New York Stock Exchange
Depositary Shares, each representing a 1/40th interest in a share of Bank of America Corporation 6.25% Non-cumulative Perpetual Preferred Stock, Series 7	New York Stock Exchange

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Bank of America Corporation:

In our opinion, the accompanying Consolidated Balance Sheet and the related Consolidated Statement of Income, Consolidated Statement of Changes in Shareholders' Equity and Consolidated Statement of Cash Flows present fairly, in all material respects, the financial position of Bank of America Corporation and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Corporation's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Corporation's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

Charlotte, North Carolina
February 25, 2011

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NOTE 20 Stock-based Compensation Plans

The Corporation administers a number of equity compensation plans, including the Key Employee Stock Plan, the Key Associate Stock Plan and the Merrill Lynch Employee Stock Compensation Plan. Descriptions of the material features of the equity compensation plans are below. Under these plans, the Corporation grants long-term stock-based awards, including stock options, restricted stock shares and RSUs. For 2010, restricted stock awards generally vest in three equal annual installments beginning one year from the grant date, with the exception of certain awards to financial advisors that vest eight years from the grant date, and an award of restricted stock shares that was vested on the grant date but released from restrictions over 18 months.

For most awards, expense is generally recognized ratably over the vesting period net of estimated forfeitures, unless the associate meets certain retirement eligibility criteria. For associate awards that meet retirement eligibility criteria, the Corporation records the expense upon grant. For associates that become retirement eligible during the vesting period, the Corporation recognizes expense from the grant date to the date on which the associate becomes retirement eligible, net of estimated forfeitures. The compensation cost for the following stock-based plans was $2.0 billion, $2.4 billion and $885 million in 2010, 2009 and 2008, respectively. The related income tax benefit was $727 million, $892 million and $328 million for 2010, 2009 and 2008, respectively.

Key Employee Stock Plan

The Key Employee Stock Plan, as amended and restated, provided for different types of awards including stock options, restricted stock shares and RSUs. Under the plan, 10-year options to purchase approximately 260 million shares of common stock were granted through December 31, 2002 to certain employees at the closing market price on the respective grant dates. At December 31, 2010, approximately 36 million fully vested options were outstanding under this plan. No further awards may be granted.

Key Associate Stock Plan

The Key Associate Stock Plan became effective January 1, 2003. It provides for different types of long-term awards, including stock options, restricted stock shares and RSUs. As of December 31, 2010, the shareholders had authorized approximately 1.1 billion shares for grant under this plan. Additionally, any shares covered by awards under the Key Employee Stock Plan or certain legacy company plans that cancel, terminate, expire, lapse or settle in cash after a specified date may be re-granted under the Key Associate Stock Plan.

In February 2010, the Corporation issued approximately 191 million RSUs to certain employees under the Key Associate Stock Plan. These awards generally vest in three equal annual installments beginning one year from the grant date. Vested RSUs will be settled in cash unless the Corporation authorizes settlement in common shares. Certain awards contain clawback provisions which permit the Corporation to cancel all or a portion of the award under specified circumstances. The compensation cost for cash-settled awards and awards subject to certain clawback provisions is accrued over the vesting period and adjusted to fair value based upon changes in the share price of the Corporation's common stock. The compensation cost for the remaining awards is fixed and based on the share price of the common stock on the date of grant, or the date upon which settlement in common stock has been authorized. The Corporation hedges a portion of its exposure to variability in the expected cash flows for unvested awards using a combination of economic and cash flow hedges as described in *Note 4 – Derivatives*. During 2010, the Corporation authorized approximately 100 million RSUs to be settled in common shares and terminated a portion of the corresponding economic and cash flow hedges. As a result of the decision to share-

At December 31, 2010, approximately 140 million options were outstanding under this plan. There were no options granted under this plan during 2010 or 2009.

Merrill Lynch Employee Stock Compensation Plan

The Corporation assumed the Merrill Lynch Employee Stock Compensation Plan. Shares can be granted under this plan in the future. Approximately 34 million shares of RSUs were granted in 2009 which generally vest in three equal annual installments beginning one year from the grant date. Awards granted prior to 2009 generally vest in four equal annual installments beginning one year from the grant date. There were no shares granted under this plan during 2010. At December 31, 2010, there were approximately 28 million shares outstanding.

Other Stock Plans

As a result of the Merrill Lynch acquisition, the Corporation assumed the obligations of outstanding awards granted under the Merrill Lynch Financial Advisor Capital Accumulation Award Plans (FACAAP) and the Merrill Lynch Employee Stock Purchase Plan (ESPP). The FACAAP is no longer an active plan and no awards were granted in 2010 or 2009. Awards granted in 2003 and thereafter are generally payable eight years from the grant date in a fixed number of the Corporation's common stock. For outstanding awards granted prior to 2003, payment is generally made ten years from the grant date in a fixed number of the Corporation's common shares unless the fair value of such shares is less than a specified minimum value, in which case the minimum value is paid in cash. At December 31, 2010, there were 18 million shares outstanding under this plan.

The ESPP allows eligible associates to invest from one percent to 10 percent of eligible compensation to purchase the Corporation's common stock, subject to legal limits. Purchases were made at a discount of up to five percent of the average high and low market price on the relevant purchase date and the maximum annual contribution per employee was $23,750 in 2010. Up to 107 million shares have been authorized for issuance under the ESPP in 2010. There were 12 million shares available at January 1, 2010 and 3 million shares purchased during the year. There were 9 million shares available at December 31, 2010.

The weighted-average fair value of the ESPP stock purchase rights (i.e., the five percent discount on the Corporation's common stock purchases) exercised by employees in 2010 is $0.80 per stock purchase right.

Restricted Stock/Unit Details

The following table presents the status of the share-settled restricted stock/unit awards at December 31, 2010 and changes during 2010.

	Shares	Weighted-average Exercise Price
Outstanding at January 1, 2010	175,028,022	$ 14.30
Granted	216,874,053	14.40
Vested	(164,904,893)	15.66
Cancelled	(14,924,513)	13.81
Outstanding at December 31, 2010	**212,072,669**	**13.37**

At December 31, 2010, there was $944 million of total unrecognized compensation cost related to share-based compensation arrangements for all awards and it is expected to be recognized over a period up to seven years, with a weighted-average period of 1.07 years. The total fair value of restricted stock vested in 2010 was $2.4 billion. In 2010, the amount of cash used to settle equity instruments was $186 million.

settle these RSUs, these share-settled RSUs are no longer adjusted to fair value based upon changes in the share price of the Corporation's common stock.

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Stock Options Details

The following table presents the status of all option plans at December 31, 2010 and changes during 2010. Outstanding options at December 31, 2010 include 36 million options under the Key Employee Stock Plan, 140 million options under the Key Associate Stock Plan and 85 million options to employees of predecessor companies assumed in mergers.

	Options	Weighted-average Exercise Price
Outstanding at January 1, 2010	303,722,748	$ 49.71
Exercised	(4,959)	14.82
Forfeited	(42,594,970)	44.16
Outstanding at December 31, 2010	**261,122,819**	**50.61**
Options exercisable at December 31, 2010	**255,615,840**	**50.77**
Options vested and expected to vest (1)	**261,113,002**	**50.61**

(1) Includes vested shares and nonvested shares after a forfeiture rate is applied.

At December 31, 2010, there was no aggregate intrinsic value of options outstanding, exercisable, and vested and expected to vest. The weighted-average remaining contractual term of options outstanding was 3.0 years, options exercisable was 3.0 years, and options vested and expected to vest was 3.1 years at December 31, 2010. These remaining contractual terms are similar because options have not been granted since 2008 and they generally vest in three years.

The weighted-average grant-date fair value of options granted in 2008 was $8.92. No options were granted in 2010 or 2009.

The table below presents the assumptions used to estimate the fair value of stock options granted on the date of grant using the lattice option-pricing model for 2008. No stock options were granted in 2010 or 2009. Lattice option-pricing models incorporate ranges of assumptions for inputs and those ranges are disclosed in the table below. The risk-free interest rate for periods within the contractual life of the stock option is based on the U.S. Treasury yield curve in effect at the time of grant. Expected volatilities are based on implied volatilities from traded stock options on the Corporation's common stock, historical volatility of the Corporation's common stock, and other factors. The Corporation uses historical data to estimate stock option exercise and employee termination within the model. The expected term of stock options granted is derived from the output of the model and represents the period of time that stock options granted are expected to be outstanding. The estimates of fair value from these models are theoretical values for stock options and changes in the assumptions used in the models could result in materially different fair value estimates. The actual value of the stock options will depend on the market value of the Corporation's common stock when the stock options are exercised.

	2008
Risk-free interest rate	2.05 – 3.85%
Dividend yield	5.3
Expected volatility	26.00 – 36.00
Weighted-average volatility	32.8
Expected lives (years)	6.6

Excluded from the previous table are assumptions used to estimate the fair value of 108 million stock options assumed in connection with the Merrill Lynch acquisition with an aggregate fair value of $1.1 billion. The fair value of these awards was estimated using a Black-Scholes option pricing model. Similar to options valued using the lattice option-pricing model described above, key assumptions used include the implied volatility based on the Corporation's common stock of 75 percent, the risk-free interest rate based on the U.S. Treasury yield curve in effect at December 31, 2008, an expected dividend yield of 4.2 percent and the expected life of the options based on their actual remaining term.

NOTE 21 Income Taxes

The components of income tax expense (benefit) for 2010, 2009 and 2008 were as presented in the table below.

(Dollars in millions)	2010	2009	2008
Current income tax expense (benefit)			
U.S. federal	**$(666)**	$(3,576)	$ 5,075
U.S. state and local	**158**	555	561
Non-U.S.	**815**	735	585
Total current expense (benefit)	**307**	(2,286)	6,221
Deferred income tax expense (benefit)			
U.S. federal	**(287)**	792	(5,269)
U.S. state and local	**201**	(620)	(520)
Non-U.S.	**694**	198	(12)
Total deferred expense (benefit)	**608**	370	(5,801)
Total income tax expense (benefit)	**$ 915**	$(1,916)	$ 420

Total income tax expense (benefit) does not reflect the deferred tax effects of unrealized gains and losses on AFS debt and marketable equity securities, foreign currency translation adjustments, derivatives and employee benefit plan adjustments that are included in accumulated OCI. As a result of these tax effects, accumulated OCI decreased $3.2 billion and $1.6 billion in 2010 and 2009, and increased $5.9 billion in 2008. In addition, total income tax expense (benefit) does not reflect tax effects associated with the Corporation's employee stock plans which decreased common stock and additional paid-in capital $98 million, $295 million and $9 million in 2010, 2009 and 2008, respectively.