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, 2012

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
Warrants to purchase Common Stock (expiring October 28, 2018)	New York Stock Exchange
Warrants to purchase Common Stock (expiring January 16, 2019)	New York 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

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 Comprehensive 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, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 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, 2012, 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 28, 2013

Defined Contribution Plans

The Corporation maintains qualified defined contribution retirement plans and nonqualified defined contribution retirement plans. As a result of the Merrill Lynch acquisition, the Corporation also maintains the defined contribution plans of Merrill Lynch which include the 401(k) Savings & Investment Plan (SIP), the Retirement and Accumulation Plan and the Employee Stock Ownership Plan. In 2012, these plans were merged with the SIP being the successor plan and is closed to new participants with certain exceptions. The Corporation contributed $886 million, $723 million and $670 million in 2012, 2011 and 2010, respectively, in cash to the qualified defined contribution plans. In connection with the redesign of the Corporation's retirement plans, an additional annual contribution will be made to certain of these plans. The expense in 2012 related to the additional annual contribution was $174 million. At December 31, 2012 and 2011, 235 million shares and 232 million shares of the Corporation's common stock were held by these plans. Payments to the plans for dividends on common stock were $10 million, $9 million and $8 million in 2012, 2011 and 2010, respectively.

Certain non-U.S. employees are covered under defined contribution pension plans that are separately administered in accordance with local laws.

NOTE 19 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 significant features of the equity compensation plans are below. Under these plans, the Corporation grants stock-based awards, including stock options, restricted stock and RSUs. Grants in 2012 include RSUs which generally vest in three equal annual installments beginning one year from the grant date, awards of restricted stock that were vested and released from restrictions on the grant date and certain awards which will vest subject to the attainment of specified performance goals.

For most awards, expense is generally recognized ratably over the vesting period net of estimated forfeitures, unless the employee meets certain retirement eligibility criteria. For awards to employees that meet retirement eligibility criteria, the Corporation records the expense upon grant. For employees that become retirement eligible during the vesting period, the Corporation recognizes expense from the grant date to the date on which the employee becomes retirement eligible, net of estimated forfeitures. The compensation cost for the stock-based plans was $2.3 billion, $2.6 billion and $2.0 billion in 2012, 2011 and 2010, respectively. The related income tax benefit was $839 million, $969 million and $727 million for 2012, 2011 and 2010, 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 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, 2012, there were no outstanding awards remaining under this plan and 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 awards, including stock options, restricted stock and RSUs. As of December 31, 2012, 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.

During 2012, the Corporation issued 290 million RSUs to certain employees under the Key Associate Stock Plan. Certain awards are earned based on the achievement of specified performance criteria. RSUs may be settled in cash or in shares of common stock depending on the terms of the applicable award. In 2012, 7 million of these RSUs were authorized to be settled in shares of common stock with the remainder in cash only. 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, which in the aggregate represent substantially all of the awards in 2012, is accrued over the vesting period and adjusted to fair value based upon changes in the share price of the Corporation's common stock.

From time to time, the Corporation enters into equity total return swaps to hedge a portion of RSUs granted to certain employees as part of their compensation in prior periods to minimize the change in the expense to the Corporation driven by fluctuations in the fair value of the RSUs. Certain of these derivatives are designated as cash flow hedges of unrecognized unvested awards with the changes in fair value of the hedge recorded in accumulated OCI and reclassified into earnings in the same period as the RSUs affect earnings. The remaining derivatives are used to hedge the price risk of cash-settled awards with changes in fair value recorded in personnel expense.

At December 31, 2012, approximately 130 million options were outstanding under this plan. There were no options granted under this plan during 2012, 2011 or 2010.

Merrill Lynch Employee Stock Compensation Plan

The Corporation assumed the Merrill Lynch Employee Stock Compensation Plan with the acquisition of Merrill Lynch. Approximately 8 million RSUs were granted in 2011 which generally vest in three equal annual installments beginning one year from the grant date. There were no shares granted under this plan during 2012 or 2010. At December 31, 2012, there were approximately 5 million unvested 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 Plan (FACAAP) and the Merrill Lynch Employee Stock Purchase Plan (ESPP). The FACAAP is no longer an active plan and no awards were granted in 2012, 2011 or 2010. Awards granted in 2003 and thereafter are generally payable eight years from the grant date in a fixed number of the Corporation's common shares. For outstanding awards granted prior to 2003, payment is generally made 10 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, 2012, there were 11 million shares outstanding under this plan.

The ESPP was discontinued on March 31, 2012. The final discounted purchase was made on April 13, 2012. The ESPP allowed eligible employees 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 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 2012.

The weighted-average fair value of the ESPP stock purchase rights representing the five percent discount on the Corporation's common stock purchases exercised by employees in 2012 was $0.39 per stock purchase right.

Restricted Stock/Units

The table below presents the status of the share-settled restricted stock/units at December 31, 2012 and changes during 2012.

Restricted Stock/Units

	Shares/Units	Weighted-average Grant Date Fair Value
Outstanding at January 1, 2012	253,966,818	$ 13.46
Granted	196,979,019	7.78
Vested	(293,968,254)	9.80
Canceled	(9,407,186)	13.46
Outstanding at December 31, 2012	147,570,397	$ 13.18

Of the 197 million share-settled shares/units granted above, 190 million were granted as awards of restricted stock shares that vested and were released from restrictions on the grant date.

The table below presents the status at December 31, 2012 of the cash-settled RSUs granted under the Key Associate Stock Plan and changes during 2012.

Restricted Unit Details

	Units
Outstanding at January 1, 2012	117,439,155
Granted	283,196,745
Vested	(53,912,279)
Canceled	(17,167,153)
Outstanding at December 31, 2012	329,556,468

At December 31, 2012, there was $1.7 billion 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 .5 years. The total fair value of restricted stock vested in 2012, 2011 and 2010 was $2.9 billion, $1.7 billion and $2.4 billion, respectively. In 2012, 2011 and 2010 the amount of cash paid to settle equity-based awards for all equity compensation plans was $779 million, $489 million and $186 million, respectively.

Stock Options

The table below presents the status of all option plans at December 31, 2012 and changes during 2012. Outstanding options at December 31, 2012 include 130 million options under the Key Associate Stock Plan and 25 million options to employees of predecessor company plans assumed in mergers.

Stock Options

	Options	Weighted-average Exercise Price
Outstanding at January 1, 2012	208,269,549	$ 46.93
Forfeited	(53,345,926)	49.02
Outstanding at December 31, 2012	154,923,623	46.22
Options exercisable at December 31, 2012	154,922,583	46.22
Options vested and expected to vest (1)	154,923,623	46.22

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

At December 31, 2012, 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, exercisable, and vested and expected to vest was 2.4 years at December 31, 2012. These remaining contractual terms are the same because options have not been granted since 2008 and they generally vest over three years.

Compensation Discussion and Analysis

Our Compensation Discussion and Analysis describes the key features of our executive compensation program and the Compensation and Benefits Committee's approach in deciding 2012 compensation for our named executive officers:

Name	Title
Brian T. Moynihan	Chief Executive Officer
Bruce R. Thompson	Chief Financial Officer
David C. Darnell	Co-Chief Operating Officer
Gary G. Lynch	Global General Counsel and Head of Compliance and Regulatory Relations
Thomas K. Montag	Co-Chief Operating Officer

Executive Summary

Compensation Philosophy. Our compensation philosophy ties pay for our executive officers to the performance of our company, its lines of business and each individual executive officer over the short and long term. In addition, consistent with our pay-for-performance philosophy, our executive compensation program provides a mix of salary, incentives and benefits paid over time that we believe properly aligns the interests of our executive officers with the interests of our stockholders. We also take into account the manner in which results are achieved, including an evaluation of adherence to risk and compliance policies and other core values of our company. We continually evaluate our compensation policies and practices in light of ongoing developments and best practices in the area of incentive compensation.

Our Compensation and Benefits Committee reviews performance primarily on a year-over-year basis in making its compensation decisions, also taking into account relative peer performance and other market compensation practices. For 2012, the Compensation and Benefits Committee considered our company's overall financial results and, for our named executive officers heading lines of business, the Compensation and Benefits Committee reviewed the contributions of those lines of business to our overall company performance with a continued focus on accountability for risk management. The Compensation and Benefits Committee also focused on the individual performance of named executive officers against both financial and non-financial performance goals, and then applied its discretion and informed judgment to make appropriate compensation decisions for our named executive officers for 2012. Pursuant to our compensation philosophy, the compensation awards to our named executive officers for 2012 include vesting and clawback requirements intended to focus our named executive officers on creating sustainable results consistent with our risk management policies and strategic plan for the long-term benefit of our stockholders.

2012 Business Performance. During 2012, our company continued to execute on our strategic plan, simplifying and streamlining our operations, and further strengthening our balance sheet, capital and liquidity. We maintained our customer-driven strategy in our core businesses by continuing to focus on our three core customer groups: individuals, companies and institutional investors. Our Project New BAC initiative continues to make our businesses more efficient and effective, and we made additional progress during 2012 addressing legacy issues. The following summarizes some of our company's key accomplishments in 2012:

- We **reported net income of $4.2 billion**, or $0.25 per diluted share, compared with a net income of $1.4 billion, or $0.01 per diluted share for 2011.
- We **further strengthened our balance sheet** by reducing risk weighted assets, increasing capital and maintaining our strong excess liquidity position. Our Basel 1 Tier 1 common capital ratio increased to 11.06% at December 31, 2012, up from 9.86% at December 31, 2011. Our estimated Basel 3 Tier 1 common capital ratio is among the highest of U.S. systemically important financial institutions. We reduced long-term debt by nearly $100 billion from the end of 2011, and our Global Excess Liquidity Sources totaled $372 billion at year end.
- We continued to **deepen and broaden customer relationships** in 2012 by increasing the number of mobile banking customers by 2.8 million and increasing the number of new U.S. credit card accounts opened by 223,000 year-over-year. To better serve our customers, we continued to increase our specialized sales force of Financial Solutions Advisors, Mortgage Loan Officers and Small Business Bankers to nearly 6,200 specialists at the end of 2012. We also launched mobile check deposit capabilities in August 2012, processing over 450,000 transactions for our mobile customers each week.

- Our continued focus on strengthening our risk management culture was reflected in **improved credit quality** across most major consumer and commercial portfolios. Our U.S. credit card loss rate declined in 2012 to the lowest level since the second quarter of 2006. Additionally, our provision for credit losses decreased $5.2 billion to $8.2 billion for 2012 compared to 2011. Consumer and commercial loan loss rates also declined in 2012 to their lowest levels since early 2008 and late 2006, respectively.
- We continued to make **significant progress on our legacy issues**, including resolving a number of key litigation matters and reaching significant mortgage-related settlements.
- Our Investment Bank maintained its **No. 2 global ranking in net investment banking fees** in 2012 as reported by Dealogic and was named **Top Global Research Firm of 2012** by Institutional Investor.

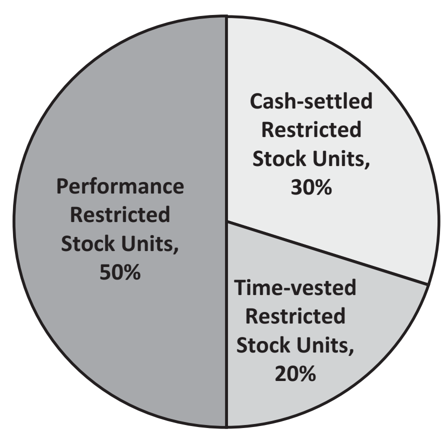
Key Changes to Executive Compensation Program for 2012. Consistent with our compensation philosophy, for 2012 the Compensation and Benefits Committee adjusted our executive compensation program to further emphasize sustainable performance over time aligned with our strategic plan:

- Awarded at least 50% of equity incentives in performance restricted stock units (PRSUs);
- PRSUs awarded include a three-year performance period, equally weighted return on assets (ROA) and growth in adjusted tangible book value (TBV) performance metrics, and a potential payout ranging from 0% to 100%;
- As part of a balanced compensation program, all of the named executive officers were granted time-vested restricted stock units (RSUs); and
- We also expanded our stock ownership and retention requirements in two respects:
  - First, for our Chief Executive Officer, who previously has been required to retain 50% of net after-tax shares received from equity compensation awards until retirement, we extended this retention requirement to apply until one year after retirement. This one-year post retirement retention requirement further strengthens the alignment of stockholders' and the Chief Executive Officer's interests.
  - Second, we extended our retention requirement for all other executive officers so that they must retain 50% of net after-tax shares received from equity compensation awards until retirement. Previously, this requirement to retain 50% of net after-tax shares only applied until the executive achieved our minimum stock ownership requirement of 300,000 shares.

Highlights of 2012 Incentive Compensation Decisions. Based on its evaluation of 2012 performance and consistent with our pay-for-performance philosophy, the Compensation and Benefits Committee made the following 2012 compensation decisions for our named executive officers using a balanced mix of award types:

- For Mr. Moynihan, our Chief Executive Officer, the Compensation and Benefits Committee determined compensation in recognition of his individual performance and the overall performance of our company.
  - Total salary and incentive compensation for 2012 of $12 million. Over 92% of Mr. Moynihan's total compensation for 2012 was in the form of equity-based awards.
  - As illustrated by the accompanying pie chart, 100% of Mr. Moynihan's 2012 variable incentive compensation was paid in restricted stock units:
    - 50% was awarded in PRSUs that are earned by achieving specific ROA and adjusted TBV growth performance goals over a three-year performance period (2013-2015).
    - The remaining 50% was awarded in a combination of cash-settled RSUs (CRSUs) which vest and pay monthly over a 12-month period and time-vested RSUs which vest and pay in equal installments over three years.

2012 CEO Incentive Pay Mix



- For our other named executive officers, the Compensation and Benefits Committee's compensation decisions for 2012 varied based on its evaluation of individual performance, which in each case met or exceeded expectations, and in light of overall company and line of business performance.
  - Each of our other named executive officers received an annual cash incentive award equal to 40% of their total incentive pay.
  - At least half of 2012 equity-based incentives for our other named executive officers were awarded in PRSUs with the same performance goals as the PRSUs awarded to Mr. Moynihan.

Key Features and Practices of Our Executive Compensation Program

Our Compensation Practices. Below we highlight key features of our executive compensation program, including the compensation practices we have implemented to drive sustainable results, encourage executive retention and align executive and stockholder interests. We also identify certain compensation practices we have not implemented because we do not believe they would serve our stockholders' long-term interests.

Our Compensation Practices	
What We Do	**What We Don't Do**
✓ **Pay-for-performance** process that allocates individual awards based on both results and how those results were achieved ✓ **Balanced mix of base and variable pay** ✓ **Balanced use of performance measures that are risk-adjusted** where appropriate and combined with management judgment ✓ **Deferral of a significant portion of variable pay**, in equity-based awards where appropriate, to encourage retention and alignment with stockholder interests ○ Stock-settled awards vesting solely over time generally cannot vest more quickly than in three equal annual installments under our 2003 Key Associate Stock Plan (Stock Plan) ○ Our Stock Plan requires a one-year minimum performance period for awards that vest based on performance ✓ **Meaningful stock ownership and retention requirements** that further align the interests of our named executive officers with the long-term interests of our stockholders ✓ **Use of clawback and cancellation features for all recipients of equity-based awards** to further encourage achievement of long-term, sustainable results in an appropriate manner	x No current agreements providing executive officers cash severance payments upon termination of employment or change in control x No future employment or severance agreements with our executive officers that provide severance benefits (as defined under our policy limiting future severance agreements) exceeding two times base salary and bonus, without stockholder approval x No accrual of additional retirement benefits for our current executive officers under any supplemental executive retirement plans (SERPs) x No excise tax gross-ups upon change in control x No discounted stock options, reload stock options or stock option re-pricing without stockholder approval under our Stock Plan x No speculative trading, hedging or derivative transactions

Pay Components. Annually, the Compensation and Benefits Committee decides each of our named executive officer's base salary and incentive compensation awards based on a year-over-year review of performance and without pre-set target levels of total compensation. The primary compensation element for our named executive officers is an incentive opportunity that is designed to balance both near-term and longer-term results. In addition, the Committee believes that stock ownership is the most effective way to align the interests of our named executive officers with those of our stockholders and focus our executive team on delivering sustainable returns to our stockholders over time. Therefore, the Committee uses a balanced mix of fixed and variable compensation with the majority of total variable compensation delivered in the form of equity-based awards.

- Approximately 70% of the total incentive opportunity for our Chief Executive Officer and 60% of the total incentive opportunity for our other named executive officers is in the form of long-term equity-based awards.
- Equity awards may include any combination of time-vested restricted stock, performance-based restricted stock, stock options or other equity-based compensation.
- The Compensation and Benefits Committee establishes vesting and other conditions for equity awards to encourage a long-term focus on generating sustainable results.

The following chart provides an overview of the components of 2012 base salary and incentive compensation components for our named executive officers:

Overview of 2012 Base Salary and Incentive Compensation Components for Named Executive Officers

Compensation Type	Pay Element	How It is Determined/ Linked to Performance	What It Does
Fixed	**Base Salary**	• Part of a competitive total compensation package • Job scope and experience, market comparable positions, internal leadership structure	• Provides a level of predictable income for the executive intended to remain competitive through business cycles
Variable	**Annual Cash Incentive Award** (all named executive officers other than CEO received a cash incentive award for 2012)	• Determined as a result of overall performance assessment of financial and non-financial measures, including: ○ Company, line of business and individual performance ○ Quality and sustainability of earnings ○ Successful implementation of strategic initiatives ○ Adherence to risk and compliance policies and other core values of our company	• Opportunity to earn a cash-based annual incentive award • Aligned to company, line of business and individual performance
	Equity-Based Awards • Cash-Settled Restricted Stock Units or CRSUs (CEO only)	• CRSUs tie the actual amount received to our stock price performance and continued employment over 12 months	• Aligns the interests of our executive officers with those of our stockholders by providing a balanced mix of fixed and variable compensation tied to company, line of business and individual performance
	• Time-Vested Restricted Stock Units or RSUs (all named executive officers)	• RSUs align awards with stock price performance and encourage executive retention	• With at least 50% of equity-based awards granted to executive officers tied to our future achievement of specific financial performance goals, PRSUs will encourage performance leading to steady growth of earnings during the performance period
	• Performance Restricted Stock Units or PRSUs (all named executive officers)	• PRSUs tie a substantial portion of 2012 total compensation to our company's future achievement of specific financial performance goals over a three-year performance period (2013-2015)	• Combined with our vesting, stock ownership and stock retention requirements, as well as our significant clawback features, equity-based awards balance the goals of encouraging sustainable results over time and reward those results with appropriate levels of actual compensation

Compensation Risk Management. The Compensation and Benefits Committee believes that the design and governance of our executive compensation program encourages executive performance consistent with the highest standards of risk management. The design of our executive compensation program supports our enterprise risk management goals through various checks and balances, including:

- Balanced mix of base and variable pay;
- Balanced use of financial and nonfinancial measures that are risk-adjusted where appropriate and combined with management judgment in evaluating executive performance;
- Pay-for-performance process that allocates individual awards based on both results and how those results were achieved;
- Deferral of a significant portion of variable pay, in equity-based awards where appropriate, to encourage retention and alignment with stockholder interests; and
- Use of multiple clawback and cancellation features for all recipients of equity-based awards to further encourage achievement of long-term, sustainable results in an appropriate manner.

The “Compensation Governance and Risk Management” section beginning on page 17 contains more information about our Compensation Governance Policy, our compensation risk management practices and the extent to which our Chief Executive Officer participates in determining executive officer compensation.

Clawbacks and Cancellation Features. Beginning with performance year 2009, equity awards to our executive officers are subject to multiple separate and distinct "clawback" requirements that can result in the awards being canceled or prior payments recouped. These clawback requirements work together so that rewards realized by the executive officers over time appropriately reflect the time horizon of the risks taken and encourage appropriate risk and reward decisions.

<table>
<tr><th colspan="2">Multiple Clawback and Cancellation Features of Our Equity-Based Awards</th></tr>
<tr><td>Detrimental Conduct Clawback</td><td>• <u>WHO</u>: Approximately 27,000 employees, including the named executive officers, who received equity-based awards as part of their 2012 compensation are subject to our detrimental conduct clawback requirement.
• <u>WHAT</u>: Under the detrimental conduct clawback, if an employee engages in certain "detrimental conduct" the equity award will be canceled to the extent not yet vested and, depending on the conduct, any previously vested award also may be recouped. "Detrimental conduct" generally refers to serious misconduct in the performance of an employee's duties.</td></tr>
<tr><td>Performance-Based Clawback</td><td>• <u>WHO</u>: Approximately 4,500 employees, including the named executive officers, who received equity-based awards as part of their 2012 compensation and who are deemed to be "risk takers" (per banking regulations and company policies) are also subject to our performance-based clawback requirement.
• <u>WHAT</u>: To encourage sustainable profitability, under the performance-based clawback cancellation provision, if during the vesting period our company or the employee's line of business (if applicable) experiences a loss, the Compensation and Benefits Committee will assess the employee's accountability for the loss.
○ This assessment will take into account factors such as the magnitude of the loss, the employee's decisions that may have led to the loss, the employee's overall performance and other factors.
○ Based on this assessment, the Compensation and Benefits Committee may determine to cancel all or part of the next vesting tranche of the award.</td></tr>
<tr><td>Incentive Compensation Recoupment Policy</td><td>• <u>WHO</u>: Covers all of our executive officers.
• <u>WHAT</u>: The Board can require reimbursement of any incentive compensation paid to an executive officer whose fraud or intentional misconduct causes our company to restate its financial statements.
○ The Board or an appropriate Board committee may take, in its sole discretion, action it determines necessary under the policy to remedy the misconduct and prevent its recurrence.
○ The Board or an appropriate Board committee may recover the amount of compensation paid or awarded that exceeds any lower amount that would have been paid or awarded based on the restated financial results, including through reimbursement of any bonus or incentive compensation awarded or cancellation of any unvested restricted stock or outstanding stock option awards.
○ The Policy goes beyond the clawback requirements under the Sarbanes-Oxley Act that are limited to our Chief Executive Officer and Chief Financial Officer.</td></tr>
</table>

In addition to the clawback features described above, beginning in 2011, all of our equity awards are subject to the compensation clawback requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Financial Reform Act), as well as any policy our company implements to enforce those requirements. Following the issuance of final rules and regulations, we will fully comply with the Financial Reform Act clawback requirements.

Consideration of Stockholder Say on Pay Votes. Our company provides its stockholders with the opportunity to cast an annual advisory say on pay vote to approve executive compensation. At our company's 2012 annual meeting of stockholders, approximately 93% of the votes cast on our company's say on pay proposal were voted in favor of the proposal. The Compensation and Benefits Committee believes that the results of that advisory vote affirm our stockholders' support of our company's executive compensation program, including our pay-for-performance philosophy. Therefore, the Committee did not change its overall approach in setting 2012 compensation for our named executive officers. The Committee will continue to consider the outcome of our company's advisory say on pay votes when making future compensation decisions for our named executive officers.

Compensation and Benefits Committee's Review of 2012 Performance

During 2012 and through January 2013, the Compensation and Benefits Committee evaluated the 2012 performance of our company, lines of business and each of our named executive officers. The Committee considered the following as key factors in its compensation decisions:

- ***Company and Line of Business Performance.*** The Committee evaluated our company's 2012 performance on a year-over-year basis taking into account our financial performance, non-financial measures and other factors, which the Committee believes collectively best indicate successful management of our business. The Committee considered the significant progress our company made in 2012 in line with its strategic plan, including focus on our customer-driven strategy, further strengthening our balance sheet, capital position and liquidity, reducing legacy issues and managing risk.

  - ***Financial and Non-Financial Performance.*** In general, with respect to our company's financial performance and performance relative to various risk metrics, the Committee reviewed our strong capital and liquidity positions, decline in risk-weighted assets, improved credit quality, continued decrease of long-term debt and reduced risk exposure. The Committee also reviewed our company's and each line of business' financial performance relative to key financial metrics including net income, earnings per share, return on assets, return on equity, return on tangible common equity, revenues, various expense and efficiency ratios and savings related to Project New BAC process improvements. The Committee further considered our company's 2012 common stock price appreciation and reported net income of $4.2 billion.

    Additionally, the Committee considered our line of business performance compared to our company's primary competitor group in a number of areas, including consumer and commercial deposits, loan growth, mortgage originations, wealth investment management earnings, investment banking fees, net revenues by segment, net credit loss rates and expenses, without assigning any weighting to a particular performance metric.

    The following are certain key performance highlights reviewed by the Committee for each line of business:

    - The **Consumer and Business Banking** segment, comprised of Deposits, Card Services and Business Banking, reported net income of $5.3 billion in 2012. The $2.1 billion decrease in net income from 2011 was due in part to lower interest rate spreads and lower card balances. Total noninterest expense decreased $926 million to $16.8 billion primarily due to lower FDIC and operating expenses, and total average deposits increased by $15 billion compared to 2011.

    - The **Consumer Real Estate Services** (CRES) segment, comprised of Home Loans and Legacy Assets & Servicing, demonstrated significant progress in resolving legacy issues in 2012. CRES' net loss decreased by approximately $13 billion to $6.5 billion, due to the $13.7 billion improvement in mortgage banking income primarily as a result of lower representations and warranties expense, lower litigation settlements, no goodwill impairment charge in 2012, and lower expenses.

    - The **Global Wealth and Investment Management** segment, comprised of Merrill Lynch Global Wealth Management and U.S. Trust, Bank of America Private Wealth Management, reported a $505 million increase in net income in 2012 to $2.2 billion, up 29% from 2011, and revenue of $16.5 billion. Results improved from 2011 due to lower expenses, litigation and support costs despite lower transactional volume.

- The **Global Banking** segment, comprised of Global Corporate and Global Commercial Banking and Investment Banking, reported net income of $5.7 billion and revenue of $17.2 billion in 2012, slightly down from 2011 due to lower investment banking fees and market pressures. Average deposits increased $12 billion in 2012.
- The **Global Markets** segment, comprised of sales, trading and research services to institutional clients, reported net income of about $1.1 billion in 2012 (and $3.5 billion excluding "debt valuation adjustment" and the impact of deferred tax assets). Noninterest expense decreased $1.4 billion, or 11%, in 2012 due to reduced personnel expense and other operational costs. At year end, earning assets were up over $100 billion from last year.

- ***Accountability for Driving our Risk Management Culture.*** The Compensation and Benefits Committee considered the accountability of our named executive officers for driving our strong risk management culture, as well as our company's year-over-year performance relative to risk metrics established for 2012 consistent with our risk appetite and risk framework. Specifically, the Committee evaluated our businesses based on improved risk-based capital ratios, funding position, improved credit quality and various other market risk indicators.

- ***Individual Performance.*** For the 2012 performance year, the Compensation and Benefits Committee, and also the Board for our Chief Executive Officer, assessed the leadership performance of our Chief Executive Officer and other named executive officers in the following areas: further improvement in our balance sheet, capital and liquidity positions; reduction of risk-weighted assets; further implementation of our customer-driven strategy; resolution of certain legacy issues; improved expense management and successful implementation of Project New BAC process improvements; and continuing progress on establishing a robust risk management culture. In addition, the Committee considered the performance feedback from our company's independent control functions (i.e., audit, finance, human resources, compliance, legal and risk) in assessing line of business and each named executive officer's individual performance.

- ***CEO Performance.*** In evaluating Mr. Moynihan's 2012 performance, the Compensation and Benefits Committee and the Board considered Mr. Moynihan's leadership and execution against our company's strategic plan and core values in the context of the global market challenges facing our industry and our various lines of business:

- ***Simplified and Strengthened Balance Sheet and Increased Net Income.*** Under Mr. Moynihan's leadership and direction, our company continued to strengthen and simplify its balance sheet, including through the sale of our international global wealth investment management business. We reduced long-term debt in 2012 by nearly $100 billion, and had excess liquidity of $372 billion at year end. As a result of these and other efforts, our regulatory capital measures improved significantly, including an estimated Basel 3 Tier 1 common capital ratio in excess of levels expected to be implemented by 2019. Our company also realized net income of $4.2 billion in 2012.
- ***Delivered Efficiency Improvements.*** Through Project New BAC, our company identified a significant number of potential short- and long-term process improvements and cost savings for our company. Under Mr. Moynihan's leadership, our company surpassed its targeted Project New BAC cost savings for 2012, and our company believes it is on target to realize approximately $8 billion in annual cost savings from Project New BAC by mid-2015.
- ***Improved Customer-Driven Enterprise.*** In 2012, in support of our customer-driven strategy, our company continued to simplify our consumer business structure by moving standalone product units to report under business leads for Retail Banking and Distribution and Preferred Small Business Banking, substantially increasing cross-business referrals. Our company also established or maintained a number of market leadership positions based on external rankings in many of our businesses.
- ***Continued Resolution of Legacy Issues.*** Under Mr. Moynihan's leadership, our company made significant progress on resolving legacy mortgage-related issues, reaching key settlements and reducing our ongoing exposure to residential mortgage and discontinued real estate portfolios.
- ***Strengthened Risk Management.*** In 2012, Mr. Moynihan made further progress institutionalizing a culture of risk management accountability across the enterprise globally, enhancing our risk, compliance and regulatory positions.

- *Enhanced Leadership Team Effectiveness.* Mr. Moynihan's deliberate and focused talent management efforts resulted in the development of key leaders, building a bench strength for critical roles, and greater management team stability and effectiveness. His personal involvement in talent assessment and development has increased the retention of key executives and significantly improved our targeted recruitment of top external talent. The result has been a measurable improvement in our management bench and a more stable senior leadership team. Additionally, Mr. Moynihan successfully leveraged his full executive team in these efforts creating a shared accountability for the development of top performing teams across the enterprise.

- ***Other Named Executive Officer Performance.*** As part of the annual performance reviews for our other named executive officers, the Compensation and Benefits Committee considered the perspectives of our Chief Executive Officer and our Global Head of Human Resources on each individual's performance and their incentive recommendations, as well as the performance of our various lines of business, business segments and functions. In particular, the Committee considered the following:
  - ***Mr. Thompson, Chief Financial Officer (CFO).*** In 2012, Mr. Thompson successfully executed against our company's capital plan to achieve regulatory capital ratios well in excess of regulatory minimums and an estimated Basel 3 Tier 1 common capital ratio among the highest of U.S. systemically important financial institutions. Under Mr. Thompson's leadership as CFO, our company further maintained strong liquidity and time to required funding positions, both metrics exceeding year-end targets. Mr. Thompson was a primary spokesman for our company with investors through quarterly earnings calls and investor conference calls, as well as individual investor meetings. Mr. Thompson also played a significant leadership role on a number of complex projects, including vendor management and the sale of the international wealth management business. As CFO, Mr. Thompson effectively managed risk by strengthening and simplifying our balance sheet and executing plans to mitigate the impact of external global financial events.
  - ***Mr. Darnell, Co-Chief Operating Officer.*** Under Mr. Darnell's leadership of our consumer businesses, a number of initiatives were launched that successfully focused on deepening existing client relationships, resulting in increased banking center investment referrals, small business loan originations and deposit and investment asset growth. Our global wealth investment management (GWIM) business operating model was further simplified under Mr. Darnell's leadership, improving brand visibility and implementing effective client-focused solutions. Mr. Darnell also managed operational risks effectively in 2012 and improved credit quality across all GWIM, consumer and business banking loan portfolios.
  - ***Mr. Lynch, Global General Counsel and Head of Compliance and Regulatory Relations.*** In 2012, under Mr. Lynch's leadership, critical mortgage-related litigation and regulatory issues and other legal disputes were settled or otherwise resolved, effectively addressing a number of legacy issues. Mr. Lynch also successfully developed and launched our company's Board-approved global compliance strategic plan, and further improved communication and engagement routines with our regulators.
  - ***Mr. Montag, Co-Chief Operating Officer.*** Mr. Montag led our global banking and markets (GBAM) businesses through challenging economic periods, delivering solid revenues, while reducing noninterest expense. In 2012, Mr. Montag also developed and launched a number of successful initiatives to grow net interest income and to improve our loan business. Under Mr. Montag's strong leadership, GBAM maintained for 2012 our #2 global ranking in net Investment Banking fees as reported by Dealogic. Bank of America Merrill Lynch also was named "#1 Global Broker" by Financial Times and "Top Global Research Firm of 2012" by Institutional Investor.

2012 Compensation Decisions

Determining 2012 Total Compensation. For 2012, similar to its approach in 2011, the Compensation and Benefits Committee determined 2012 year-end incentive compensation in January 2013 after its review of the 2012 performance of our company, lines of business and each of our named executive officers on a year-over-year basis, as described above, also taking into consideration relative peer performance and other market compensation practices. While the Committee considered financial and nonfinancial performance measures, the Committee decided to award the following compensation for 2012 without assigning any targets or weighting to particular performance metrics. Certain components of the incentive compensation awarded for 2012 are linked to the future performance of our company as discussed below.

2012 Compensation Decisions for Our Named Executive Officers. The following table summarizes the compensation decisions the Compensation and Benefits Committee made for the named executive officers for the 2012 performance year:

2012 Compensation Decisions

Name	Base Salary ($)	Annual Cash Incentive ($)	Cash-Settled Restricted Stock Units ($)	Performance Restricted Stock Units ($)	Time-Vested Restricted Stock Units ($)	Total ($)
Brian T. Moynihan	950,000	0	3,315,000	5,525,000	2,210,000	12,000,000
Bruce R. Thompson	850,000	4,060,000	0	3,045,000	3,045,000	11,000,000
David C. Darnell	850,000	3,460,000	0	2,595,000	2,595,000	9,500,000
Gary G. Lynch	850,000	2,460,000	0	1,845,000	1,845,000	7,000,000
Thomas K. Montag	850,000	5,460,000	0	5,460,000	2,730,000	14,500,000

Due to reporting requirements, some of the above-listed 2012 compensation decisions are not reflected in the Summary Compensation Table on page 44. The table above differs from the Summary Compensation Table in two ways. First, we determine equity compensation awards after the performance year, while SEC rules require that the Summary Compensation Table include equity compensation in the year granted. Therefore, equity incentive compensation granted in 2012 for 2011 performance is shown in the Summary Compensation Table as 2012 compensation. The equity compensation amounts shown in the table above will be included in the Summary Compensation Table in next year's proxy statement as 2013 compensation, assuming our named executive officers remain the same. Second, the Summary Compensation Table includes changes in pension value, certain nonqualified deferred compensation earnings and other elements of compensation (such as 401(k) matching contributions and perquisites) as part of total compensation. Those amounts are not shown in the table above.

Base Salaries. The Compensation and Benefits Committee did not increase base salary levels for our named executive officers during 2012. Effective February 1, 2013, annual base salary was increased to $1,500,000 for Mr. Moynihan and to $1,000,000 for each of Mr. Darnell and Mr. Montag, our Co-Chief Operating Officers. The Committee believes that these increases reflect market trends, our improved financial performance, resolution of several legacy issues and the additional responsibilities that Mr. Darnell and Mr. Montag assumed over 18 months ago.

***2012 Performance Year Incentive Awards*.** The Compensation and Benefits Committee determined that incentive compensation for 2012 should be delivered in a balanced mix of award types with an emphasis on long-term equity-based awards. The long-term incentive awards reflected in the table above were intended to incentivize our named executive officers to focus on our future sustainable performance and execution against our strategic plan, customer-driven strategy and Project New BAC initiatives:

The Committee's approach on the forms of incentive compensation awards for 2012 generally follows the approach used for 2011, but with three key differences for 2012.

- Vesting of PRSUs is tied to two separate performance measures—return on assets (ROA) and growth in adjusted tangible book value (TBV).
- Performance for the PRSUs is measured over a single three-year performance period (2013-2015) versus multiple performance periods each comprised of four calendar quarters occurring on a rolling quarterly basis over five years.
- Named executive officers were awarded time-vested RSUs as part of a balanced mix of award types.

The following provides additional information about the types of year-end incentive awards the Committee decided to grant for 2012:

- ***Annual Cash Incentive Awards.*** The named executive officers other than Mr. Moynihan received a portion of their total incentive award for 2012 in the form of an annual cash incentive award. The Committee made this determination based in part on the level of net income achieved for 2012, consistent with the terms of the Executive Incentive Compensation (EIC) Plan.

- ***Cash-Settled Restricted Stock Unit Award for our CEO.*** In light of Mr. Moynihan's strong 2012 performance and in order to encourage additional focus on stock price performance over the next year, Mr. Moynihan was awarded CRSUs that vest and pay monthly over a 12-month period through February 2014.

- ***Time-Vested Restricted Stock Unit Awards.*** Each of the named executive officers received time-vested RSUs that vest in equal installments over three years, beginning on the first anniversary of the grant date.

- ***Performance Restricted Stock Unit Awards.*** At least 50% of equity-based awards to each named executive officer were made as PRSUs. The PRSUs are earned based on our company's future achievement of specific ROA and growth in adjusted TBV goals over a three-year performance period ending December 31, 2015. To the extent earned, awards will be settled in cash. The Committee believes that these awards will encourage performance leading to steady growth of earnings during the performance period. The following highlights key aspects of the PRSU awards:

  - "Three-year Average ROA" for these awards means the average for the three years in the performance period of "return on assets" for each year. For this purpose, "return on assets" means Bank of America's return on average assets as reported in our Form 10-K for the applicable year, determined in accordance with generally accepted accounting principles in effect as of January 1, 2013.

  - "Three-year Average Growth in Adjusted TBV" means the average for the three years in the performance period of the year-over-year percentage change in "adjusted tangible book value" measured as of December 31 each year. For this purpose, "adjusted tangible book value" will equal our total common shareholders' equity less the impact of any capital actions approved by the Federal Reserve Board and our company's Board and taken by our company during 2013, 2014 and 2015, and less the sum of the carrying value of (a) goodwill and (b) intangible assets excluding mortgage servicing rights, adjusted for (c) deferred tax liabilities directly related to (a) and (b). These amounts are to be measured using the ending balance as of December 31 each year and determined based on generally accepted accounting principles in effect as of January 1, 2013.

  - The awards are equally weighted with 50% based on ROA goals and 50% based on adjusted TBV growth goals. The portion of the PRSUs earned for the performance period depends on the level of our average ROA and adjusted TBV growth, as follows (results between the 33-1/3% and 66-2/3% levels, or between the 66-2/3% and 100% levels, will be interpolated on a straight-line basis):

Three-year Average ROA (50% Weighting)		Three-year Average Growth in Adjusted TBV (50% Weighting)	
Goal Achievement	**% Earned Based on Goal Achievement**	**Goal Achievement**	**% Earned Based on Goal Achievement**
Less than 50bps	0%	Less than 5.25%	0%
50bps	33-1/3%	5.25%	33-1/3%
65bps	66-2/3%	7.00%	66-2/3%
80bps	100%	8.50%	100%

- The Committee has used ROA as its primary goal for PRSUs granted in each of the last two performance years to the named executive officers because the Committee believes that the use of ROA as a performance metric focuses our named executive officers on the creation of net income in an efficient manner for the long-term benefit of our stockholders. The Committee also believes that achievement of the ROA goals will signify that our company has made considerable progress against our strategic plan.
- In addition, the Committee selected three-year average growth in adjusted TBV to reinforce our focus on long-term growth and profitability.

The actual amounts realized by the named executive officers from all of these equity-based awards will depend on the future performance of our company and our stock price growth.

Performance Results for 2011 and 2012 PRSU Awards

During 2012, our named executive officers (other than Mr. Lynch) had two outstanding PRSU awards. The key features of these awards and amount, if any, earned to date based on our company's performance are shown below:

Performance Period	Performance Measure	Performance Measure Threshold, Target and Maximum Levels	Amount Earned based on Actual Performance
2011 PRSUs (granted in February 2011 for performance year 2010) Each performance period is comprised of four calendar quarters and occurs on a rolling quarterly basis over five years. The first performance period is the four calendar quarters ending December 31, 2011 and the last performance period is the four calendar quarters ending December 31, 2015.	Return on Assets	Performance for the period: Less than 50 bps: 0% 50 bps: 33-1/3% 65 bps: 66-2/3% 80 bps: 100%	35% was earned during 2012 based on actual ROA performance of 51 bps for the performance period ending June 30, 2012
2012 PRSUs (granted in February 2012 for performance year 2011) Each performance period is comprised of four calendar quarters and occurs on a rolling quarterly basis over five years. The first performance period is the four calendar quarters ending December 31, 2012 and the last performance period is the four calendar quarters ending December 31, 2016.	Return on Assets	Performance for the period: Less than 50 bps: 0% 50 bps: 33-1/3% 65 bps: 66-2/3% 80 bps: 100%	No portion earned during 2012 (threshold ROA performance goal not attained for initial performance period ending December 31, 2012)

Our Stock Ownership and Retention Requirements

We promote long-term stock ownership by our executive officers with award features such as deferred settlement of performance-based awards and retention requirements described below. The value our named executive officers realize from equity compensation awards is dependent on the future sustainable performance of our company.

Our Corporate Governance Guidelines include stock ownership and retention requirements for our executive officers designed to align the interests of our company's executive officers with those of our company's stockholders. Beginning with awards granted for 2012, the Corporate Governance Guidelines require:

	Minimum Shares of Common Stock Owned*	Retention
Chief Executive Officer	500,000 shares	50% of net after-tax shares received from equity compensation awards retained until one year after retirement
Other Executive Officers	300,000 shares	50% of net after-tax shares received from equity compensation awards retained until retirement

* New executive officers have up to five years to meet this requirement. For purposes of this requirement: all full value shares and units awarded and deemed beneficially owned by the executive are included in the calculation; PRSUs are included in the calculation when earned; and stock options are not included until exercised.

Other Elements of Compensation

The other elements of our executive compensation program are as follows:

Retirement Benefits. Our named executive officers participate in our various employee benefit plans designed to provide retirement income. Our qualified and nonqualified pension plans provide a retirement income base, and our qualified and nonqualified 401(k) plans permit additional retirement savings. To encourage retirement savings under the qualified and nonqualified 401(k) plans, we provide an employer matching contribution. Our pension plans were frozen during 2012 and have been replaced with additional employer contributions under our qualified 401(k) plans.

We limit eligible compensation for employer contributions under the qualified and nonqualified 401(k) plans to the first $250,000 in annual cash compensation. As a result, the Compensation and Benefits Committee's decisions to grant annual incentive awards (whether cash or equity-based) do not create any additional retirement benefits under these plans for our named executive officers.

We believe that our named executive officers should be able to provide for their retirement needs from the compensation they earn based on our performance. At the request of Mr. Moynihan, his participation in the FleetBoston Financial Corporation Supplemental Executive Retirement Plan (Fleet SERP) was frozen effective December 31, 2005. Therefore, he does not earn further benefits under that plan for compensation or periods of service after 2005. In addition, effective December 31, 2002, we froze benefits under the Bank of America Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan for Senior Management Employees (Bank of America SERP). As a participant in the Bank of America SERP, Mr. Darnell does not earn any additional benefits under that plan for compensation or service after 2002.

For more information about these plans, see "Pension Benefits" and "Nonqualified Deferred Compensation" on pages 52 and 55, respectively.

Perquisites and Other Fringe Benefits. Our named executive officers receive health and welfare benefits, such as group medical, group life and long-term disability coverage, under plans generally available to all other U.S.-based salaried employees. Consistent with our pay-for-performance philosophy, we provide limited executive fringe benefits. Because we have internal expertise on benefit, tax and financial advisory matters, we make those services available at no cost to our named executive officers for their personal benefit, tax and financial planning needs. We also may provide certain named executive officers with secured parking and, in limited circumstances, spouses may accompany an executive traveling for a business-related purpose. Our Excessive or Luxury Expenditures Policy (Expenditures Policy) provides for the use of corporate aircraft by senior management for conducting business on behalf of our company, including use related to reasonable business development and approved emergency travel. In February 2011, the Board amended this Expenditures Policy to allow our Chief Executive Officer limited personal use of our aircraft, provided that he reimburses us for the incremental operating costs.

Competitor Groups

The Compensation and Benefits Committee uses a group of five leading U.S. financial services companies as the primary competitor group for periodic review of compensation levels in order to evaluate relative performance. We use these banks as our primary competitor group because we are in direct competition with them for customers, employees and investors. Also, these banks follow similar economic cycles to our own, making relative performance measurements more meaningful.

In addition, given our global scope, the Compensation and Benefits Committee periodically reviews executive compensation for a group of leading international financial institutions for a general perspective on compensation practices across the global financial services industry.

From time to time, the Committee also reviews executive compensation for a leading group of global companies headquartered in the U.S. spanning all industries to get a general perspective on compensation practices for companies of similar size and global scope.

The Committee uses these competitor groups (shown below for 2012) periodically to gain perspective on market trends in executive compensation and evaluate relative performance, but without any formulaic benchmarking.

Primary Competitor Group: Leading U.S. financial institutions	Leading international financial institutions	Leading group of global companies headquartered in the U.S. spanning all industries	
Citigroup	Banco Santander	Abbott Laboratories	Intel
Goldman Sachs	Barclays	AT&T	Johnson & Johnson
JPMorgan Chase	BNP Paribas	Chevron	PepsiCo
Morgan Stanley	Credit Suisse	Cisco	Pfizer
Wells Fargo	Deutsche Bank	Coca-Cola	Philip Morris International
	HSBC	ConocoPhillips	Procter & Gamble
	Royal Bank of Scotland	Exxon Mobil	Verizon
	UBS	General Electric	Wal-Mart
		Hewlett-Packard	
		IBM	

Timing of Equity Grants

Equity awards to executive officers and other eligible key employees are made on a regular award date each year shortly after the end of the applicable performance year. This is the same date that we pay cash incentive awards for the performance year, and is scheduled to give us and the Compensation and Benefits Committee sufficient time to complete all performance reviews and obtain all necessary approvals. For the past several years, the award date has been February 15, or the immediately preceding business day if February 15 is not a business day.

We occasionally make equity awards other than on the regular annual award date, usually in connection with hiring a new key employee or awards under annual performance plans that follow a different timing cycle. We generally make these awards on the first day of the calendar month following approval, which for newly hired employees is on or after their actual hire date.

Formal approval for awards is obtained prior to the grant dates. We do not coordinate the timing of our awards with the release of material non-public information. The exercise price for the stock options equals the closing price of our common stock for the grant date.

Section 162(m)

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation paid to certain executive officers in excess of $1,000,000, but excludes “performance-based compensation” from this limit.

Annual incentive awards may be provided under the stockholder-approved EIC Plan, which is intended to provide “performance-based compensation” under Section 162(m). Under the EIC Plan’s compensation formula, participating executive officers may receive the maximum deductible incentive compensation for a year up to 0.20% of our net income for that year. Under the EIC Plan, the Compensation and Benefits Committee can determine to make all or any portion of the annual incentive award in cash or a restricted stock award under our Stock Plan. For performance year 2012, the Committee made the cash incentive awards and time-vested RSU awards for our named executive officers under the EIC Plan.

Under our Stock Plan, awards in the form of performance restricted stock units or stock options may be made which are intended to qualify as “performance-based compensation” under Section 162(m). Compensation realized by our executive officers through the exercise of stock options awarded in prior years should be fully deductible to us as “performance-based compensation” under Section 162(m). In addition, for performance year 2012, the portion of the PRSU awards that become earned based on ROA performance should be fully deductible to us (to the extent earned) as “performance-based compensation” under Section 162(m). The cash-settled restricted stock units awarded for performance year 2012 to Mr. Moynihan and the portion of the PRSU awards for performance year 2012 to our named executive officers that become earned based on adjusted TBV performance are not intended to be “performance-based compensation” under Section 162(m), and as a result may not be fully deductible when paid.

As noted above, some compensation received by our named executive officers may exceed the applicable Section 162(m) deduction limit. While the Committee retains discretion to make compensation decisions in light of a variety of considerations, all compensation decisions for our executive officers are made after consideration of the Section 162(m) implications.

Executive Compensation

Summary Compensation Table

The following table shows compensation paid, accrued or awarded with respect to our named executive officers during the years indicated:

2012 Summary Compensation Table (1)

Name and Principal Position (2)	Year	Salary ($) (3)	Bonus ($) (3) (4)	Stock Awards ($) (5)	Non Equity Incentive Plan Compensation ($) (6)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($) (7)	All Other Compensation ($) (8)	Total ($)
Brian T. Moynihan Chief Executive Officer	2012	950,000	0	5,920,635	0	930,152	520,513	**8,321,300**
	2011	950,000	0	6,111,959	0	604,698	420,524	**8,087,181**
	2010	950,000	0	0	0	719,835	270,234	**1,940,069**
Bruce R. Thompson Chief Financial Officer	2012	850,000	4,060,000	6,165,292	268,024	32,590	47,920	**11,423,826**
	2011	850,000	4,350,000	5,841,816	268,022	34,810	37,420	**11,382,068**
	2010	800,000	1,500,000	8,802,637	234,158	36,623	63,645	**11,437,063**
David C. Darnell Co-Chief Operating Officer	2012	850,000	3,460,000	4,208,054	0	363,433	42,937	**8,924,424**
	2011	850,000	2,850,000	4,491,114	0	204,879	37,420	**8,433,413**
Gary G. Lynch Global General Counsel and Head of Compliance and Regulatory Relations	2012	850,000	2,460,000	3,611,095	1,750,854	0	34,656	**8,706,605**
	2011	405,930	2,610,000	4,238,865	0	0	22,410	**7,277,205**
Thomas K. Montag Co-Chief Operating Officer	2012	850,000	5,460,000	8,122,522	0	0	10,148	**14,442,670**
	2011	850,000	2,850,000	10,569,294	0	0	29,310	**14,298,604**
	2010	800,000	0	0	0	0	31,248	**831,248**

(1) SEC rules require the Summary Compensation Table to include in each year's amount the aggregate grant date fair value of stock awards granted during the year. Typically, we grant stock awards early in the year as part of total year-end compensation awarded for prior year performance. As a result, the amounts for stock awards generally appear in the Summary Compensation Table for the year after the performance year upon which they were based, and therefore the Summary Compensation Table does not fully reflect the Compensation and Benefits Committee's view of its pay-for-performance executive compensation program for a particular performance year. For example, amounts shown as 2012 compensation in the "Stock Awards" column reflect stock awards granted in February 2012 for 2011 performance. See "Compensation Discussion and Analysis" (beginning on page 28) for a discussion about how the Committee viewed its 2012 compensation decisions for the named executive officers.

(2) The listed positions are those held as of December 31, 2012.

(3) Includes any amounts deferred under our qualified and nonqualified 401(k) plans. See "Nonqualified Deferred Compensation" on page 55.

(4) For 2012, amounts reflect annual cash incentive awards received by the named executive officers for 2012 performance. For 2011, amounts reflect annual cash incentive awards received by the named executive officers for 2011 performance, and additionally include (i) a cash retention payment of $1,500,000 for Mr. Thompson under his Retention Award Letter Agreement dated January 26, 2009, and (ii) a signing bonus of $150,000 for Mr. Lynch under his offer letter dated April 14, 2011. For 2010, amounts reflect a cash retention payment Mr. Thompson received under his Retention Award Letter Agreement dated January 26, 2009.

(5) Amounts shown are the aggregate grant date fair value of restricted stock awards, performance restricted stock units (PRSUs) and cash-settled restricted stock units (CRSUs) granted in the year indicated. Grants of restricted stock (including PRSUs but not CRSUs) include the right to receive cash dividends only if and when the underlying award becomes vested. The table below shows the total grant date fair value and number of CRSUs, PRSUs or, in the case of Mr. Lynch, time-vested restricted stock units (RSUs), granted to the named executive officers in 2012 included in the "Stock Awards" column.

2012 Stock Awards

Name	Cash-Settled Restricted Stock Units		Performance Restricted Stock Units (Maximum)		Time-Vested Restricted Stock Units		Total
	($)	(#)	($)	(#)	($)	(#)	($)
Brian T. Moynihan	1,776,190	228,302	4,144,445	532,705	0	0	5,920,635
Bruce R. Thompson	792,681	101,887	5,372,611	690,567	0	0	6,165,292
David C. Darnell	0	0	4,208,054	540,881	0	0	4,208,054
Gary G. Lynch	0	0	0	0	3,611,095	464,151	3,611,095
Thomas K. Montag	978,623	125,787	7,143,899	918,239	0	0	8,122,522

The grant date fair value is based on the closing price of our common stock on the applicable grant date. For the PRSUs granted in 2012, we have assumed that 100% of the PRSUs granted would vest as the probable outcome for purposes of determining the grant date fair value, which is the maximum performance result for the award. The actual number of PRSUs earned will depend on the achievement of performance goals based on our return on assets measured over multiple, rolling 12-month performance periods through December 31, 2016. See "Grants of Plan-Based Awards" on page 48 for a description of the CRSUs, PRSUs and time-vested RSUs granted in 2012.

(6) For Mr. Thompson, (i) the amounts for 2011 and 2012 include the portion of a 2009 long-term cash award that was paid upon vesting (the amount that vested in 2011 as reported above was not reported in the Summary Compensation Table in the 2012 proxy statement but was reported in the Nonqualified Deferred Compensation table instead) and (ii) the amount for 2010 includes the portion of a separate 2009 long-term cash award that was paid upon vesting during 2010 plus the unpaid balance of that award as of the date during 2010 that Mr. Thompson met the eligibility requirements for Rule of 60 treatment under the award. See "Nonqualified Deferred Compensation" on page 55. For Mr. Lynch, the 2012 amount includes the portion of a long-term cash award that was paid upon vesting during 2012. This long-term cash award was granted to Mr. Lynch, under the terms of his offer letter dated April 14, 2011, as part of a buy-out of the equity and other incentive awards from his prior employer that he forfeited in order to take an important leadership role in our company.

(7) The following table shows the change in pension value and the amount of any above-market earnings on nonqualified deferred compensation for the named executive officers:

Name	Change in Pension Value ($)	Above-Market Earnings on Nonqualified Deferred Compensation ($)
Brian T. Moynihan	890,156	39,996
Bruce R. Thompson	32,590	0
David C. Darnell	363,433	0
Gary G. Lynch	0	0
Thomas K. Montag	0	0

The "Change in Pension Value" equals the change in the actuarial present value of all pension benefits from December 31, 2011 to December 31, 2012. For this purpose, in accordance with SEC rules, the present value was determined using the same assumptions applicable for valuing pension benefits for purposes of our financial statements. See "Pension Benefits" on page 52.

Effective June 30, 2012, Bank of America froze pension plan accruals under all of its U.S. pension plans for all employees, and instead has begun to make additional employer contributions to its tax-qualified 401(k) plans. As a result, the named executive officers are not accruing any additional pension benefits with respect to any compensation or service after June 30, 2012.

For Mr. Moynihan and Mr. Darnell, the amounts reported above under "Change in Pension Value" result primarily because those two named executive officers have frozen annuity benefits under prior SERPs. These frozen benefits are an annual annuity payment beginning at age 60. The amount of this annuity payment has been unchanged for each of these two named executive officers since the applicable freeze date. However, the lump sum value of the frozen annuity amount will increase each year based on the passage of time (i.e., the time value of money) because the named executive officer is one year closer to his retirement age when payment of the annuity is scheduled to commence. In addition, for 2012, a significant portion of the amounts reported above for Mr. Moynihan and Mr. Darnell resulted from year-over-year changes in the interest rates for valuing their SERP benefits for accounting purposes.

The above-market earnings on nonqualified deferred compensation result from Mr. Moynihan's participation in a legacy FleetBoston deferred compensation plan that includes a 12% annual interest crediting rate for certain prior year deferrals. See "Nonqualified Deferred Compensation" on page 55.

(8) The following table shows all amounts included in the "All Other Compensation" column for each named executive officer in 2012:

2012 All Other Compensation Table

Name	Benefit, Tax & Financial Advisory Services ($)	Use of Corporate Aircraft ($)	Matching & Other Employer Contributions ($)	Secured Parking & Spouse/Guest Costs at Business Events ($)	Total ($)
Brian T. Moynihan	27,303	477,060	12,500	3,650	520,513
Bruce R. Thompson	27,303	5,237	12,500	2,880	47,920
David C. Darnell	27,303	0	12,500	3,134	42,937
Gary G. Lynch	27,303	0	5,000	2,353	34,656
Thomas K. Montag	0	0	7,000	3,148	10,148

For certain of the amounts reported in this table, the incremental cost to us in providing the benefits differs from the out-of-pocket cost and is determined as follows:

Benefit	Determination of Incremental Cost
Benefit, Tax & Financial Advisory Services	Determined using a method that takes into account our actual direct expenses (such as rent, compensation and benefits and travel) paid with respect to our employees who provide benefit, tax and financial advisory services to our executive officers and other eligible executives.
Use of Corporate Aircraft	For corporate-owned or leased aircraft, determined using a method that takes into account all variable costs such as landing fees, aircraft fuel expense and plane repositioning costs. Since our aircraft are used primarily for business travel, we do not include the fixed costs that do not change based on usage, such as crew salaries and the acquisition costs of corporate-owned or leased aircraft. For aircraft provided by a third-party vendor, determined using a method that takes into account the contracted per-hour costs, fuel charges, segment fees and taxes, as well as a proportional share of the monthly management fee and insurance costs. Aggregate incremental cost, if any, of travel by the executive officer's spouse or guest when accompanying the executive officer for business-related purposes also is included.
Secured Parking	Determined based upon the monthly rental that we charge to third parties for parking in the same corporate-owned parking structure.

All use of our corporate aircraft by our named executive officers in 2012 was consistent with our Expenditures Policy. The amount shown for Mr. Moynihan for use of corporate aircraft reflects the aggregate incremental cost to our company for elements of business and/or business development related flights. While we generally do not consider such amounts as compensation to Mr. Moynihan, SEC rules require that we include in the Summary Compensation Table the value of certain flights or portions of certain flights as a perquisite. Under his aircraft time-sharing agreement, during 2012 Mr. Moynihan reimbursed our company for the incremental cost of certain other flights on our corporate aircraft. The amount shown for Mr. Thompson for use of corporate aircraft reflects the aggregate incremental cost to our company for emergency travel by Mr. Thompson consistent with our Expenditures Policy.

In addition, in connection with our company's annual strategic planning meeting in November 2012, spouses and guests of named executive officers were invited. The table includes the incremental cost to us, if any, of such spouse or guest business-related travel expenses, including actual cost of ground transportation, aircraft travel (if any), meals and meeting-related activities.

The table does not include any amounts for personal benefits provided to our named executive officers for which we believe there is no aggregate incremental cost to us, including use of corporate-owned or leased apartments and vehicles and travel by spouses on corporate or third-party vendor aircraft and shared lodging when accompanying an executive for a business-related purpose.

Grants of Plan-Based Awards

The following table shows additional information regarding CRSUs, PRSUs and time-vested RSUs granted to our named executive officers in February 2012 that were awarded for 2011 performance. The "Compensation Discussion and Analysis" includes information about equity-based awards granted to our named executive officers in February 2013 for performance during 2012.

Grants of Plan-Based Awards in 2012

Name	Award Type	Grant Date	Approval Date	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($) (1)
				Threshold (#)	Target (#)	Maximum (#)		
Brian T. Moynihan	PRSU	2/15/2012	1/24/2012	177,568	355,137	532,705	–	4,144,445
	CRSU	2/15/2012	1/24/2012	–	–	–	228,302	1,776,190
Bruce R. Thompson	PRSU	2/15/2012	1/24/2012	230,189	460,378	690,567	–	5,372,611
	CRSU	2/15/2012	1/24/2012	–	–	–	101,887	792,681
David C. Darnell	PRSU	2/15/2012	1/24/2012	180,293	360,588	540,881	–	4,208,054
Gary G. Lynch	RSU	2/15/2012	1/24/2012	–	–	–	464,151	3,611,095
Thomas K. Montag	PRSU	2/15/2012	1/24/2012	306,079	612,160	918,239	–	7,143,899
	CRSU	2/15/2012	1/24/2012	–	–	–	125,787	978,623

(1) The number of CRSUs, PRSUs and time-vested RSUs granted in 2012 was calculated by dividing the original award value determined by the Compensation and Benefits Committee by the average closing price of our common stock for the 10-day period ending on, and including, the grant date. Because the grant date fair value is based on the closing price of our common stock on the grant date, the dollar amount of the grant date fair value will differ slightly from the original award value determined by the Compensation and Benefits Committee. For additional information about the applicable assumptions for determining the grant date fair value of restricted stock awards, see footnote 5 to the Summary Compensation Table.

EIC Plan Awards. The Compensation and Benefits Committee delivers annual incentive awards to selected executive officers under the terms of the stockholder-approved EIC Plan. Under this plan, our stockholders have authorized an award of up to 0.20% of our net income each year for each named executive officer that has been selected for participation in the plan by the Compensation and Benefits Committee during the first quarter of the performance year. This award may be delivered in any combination of cash or restricted stock as the Committee determines. This stockholder-approved formula provides for a maximum amount of deductible annual incentive compensation that can be delivered to the covered named executive officers. Under the EIC Plan, though, the Committee can determine to award any amount below the maximum. For 2012 performance, amounts awarded under the EIC Plan were in the form of cash incentive awards, as shown in the "Bonus" column in the Summary Compensation Table, and time-vested RSUs granted in February 2013 as described in the "Compensation Discussion and Analysis." Because these time-vested RSUs were granted in 2013, under SEC rules they will appear in the "Stock Awards" column in next year's Summary Compensation Table, assuming our named executive officers are the same.

The following describes the material terms of the CRSUs, PRSUs and time-vested RSUs granted to our named executive officers in February 2012 for their performance in 2011:

CRSUs to Mr. Moynihan, Mr. Thompson and Mr. Montag

- These CRSU awards granted in February 2012 vest and pay monthly in cash over 12 months from March 2012 through February 2013, based on the closing price of our common stock as of the 15th day of each month.
- Any unpaid portion of the award is vested in full and immediately paid in case of termination of employment due to death or disability, and is forfeited for any other termination of employment during the vesting period.
- Payment during the vesting period is also conditioned on compliance with covenants related to non-solicitation, detrimental conduct and compliance with anti-hedging/derivative transactions policies. Awards also are subject to recoupment (i) under our Incentive Compensation Recoupment Policy, (ii) in case of violation of covenants regarding detrimental conduct and anti-hedging/derivative transactions policies and (iii) under Section 954 of the Financial Reform Act and any policies we may adopt to implement those requirements.

PRSUs to Mr. Moynihan, Mr. Thompson, Mr. Darnell and Mr. Montag

- For the PRSUs granted in February 2012, the Committee established performance goals based on our return on assets measured each quarter based on the prior 12-month period. Each performance period is comprised of four calendar quarters occurring on a rolling quarterly basis. The first performance period is the four calendar quarters ending December 31, 2012 and the last performance period is the four calendar quarters ending December 31, 2016. Return on assets for these awards means our "return on assets" as defined under the Stock Plan, calculated for the applicable performance period in accordance with generally accepted accounting principles in effect as of January 1, 2012. The portion of the PRSUs earned for a performance period depends on the level of our return on assets for the performance period, as follows:

Return on Assets for the Performance Period	Percentage of PRSUs Earned
Less than 50 basis points	0%
50 basis points – Threshold	33-1/3%
65 basis points – Target	66-2/3%
80 basis points or higher – Maximum	100%

- The percentage earned for performance between 50 basis points and 65 basis points or between 65 basis points and 80 basis points in any performance period will be interpolated on a straight-line basis. The number of PRSUs earned for a period will be offset by any PRSUs earned for any prior performance periods. Any portion of the PRSUs not earned in any performance period will be carried forward to each subsequent performance period. Any PRSUs not earned by December 31, 2016 will be canceled.
- PRSUs earned for performance periods in a given calendar year are settled on March 1 of the following year by delivery of one share of our common stock for each PRSU that is earned and payable. The earliest settlement date, however, will be March 1, 2015.
- Cash dividend equivalents are accrued and paid only if and when the underlying units become vested and payable.
- In order to encourage sustainable, long-term performance, payment of awards on the scheduled settlement date is specifically conditioned on our company or the applicable lines of business remaining profitable during the calendar year preceding the vesting period. If a loss is determined to have occurred:

  (A) with respect to our company, for the Chief Executive Officer, Chief Financial Officer, or any Chief Executive Officer direct report who does not lead a line of business and who is part of a key control function (such as audit, compliance, global human resources, legal, risk, etc.); or

(B) with respect to our company or applicable line of business, for executive officers who lead a line of business,

then the executive officer's accountability for such loss will be determined, taking into account such factors as (i) the magnitude of the loss (including positive or negative variance from plan), (ii) the executive officer's degree of involvement (including such factors as the executive officer's current or former leadership role with respect to our company or line of business, and the degree to which the executive officer was involved in decisions that are determined to have contributed to the loss), (iii) the executive officer's performance and (iv) such other factors as deemed appropriate. The Compensation and Benefits Committee, together with key control functions, will review losses and the executive officer's accountability. The Committee will then make a final determination to either take no action or to cancel all or a portion of the part of the executive officer's award otherwise payable as of the applicable settlement date. All such determinations will be final and binding.

The following chart shows the impact on vesting of the PRSUs in the event of termination of employment:

Reason for Termination	Impact on Vesting
Death	Full vesting; immediate payment
Disability	Continue to earn and pay per schedule, subject to return on assets performance and covenants (1)
Involuntary for cause (2)	Canceled
Involuntary without cause or voluntary	Canceled, unless eligible for Rule of 60
Rule of 60 (3)	Continue to earn and pay per schedule, provided the executive officer does not subsequently work for a competitive business and annually provides a written certification of compliance and subject to return on assets performance and covenants (1)

(1) Covenants for vesting purposes are non-solicitation, detrimental conduct and compliance with anti-hedging/derivative transactions policies. Awards also are subject to recoupment (i) under our Incentive Compensation Recoupment Policy, (ii) in case of violation of covenants regarding detrimental conduct and anti-hedging/ derivative transactions policies and (iii) under Section 954 of the Financial Reform Act and any policies we may adopt to implement those requirements.

(2) For purposes of these awards, cause is generally defined as a termination of an employee's employment if it occurs in conjunction with a determination that the employee has (i) committed an act of fraud or dishonesty in the course of his employment; (ii) been convicted of (or pleaded no contest with respect to) a crime constituting a felony; (iii) failure to perform job function(s), which Bank of America views as being material to their position and the overall business of Bank of America and its subsidiaries under circumstances where such failure is detrimental to Bank of America or any subsidiary; (iv) materially breached any written policy applicable to employees of Bank of America and its subsidiaries including, but not limited to, the Bank of America Corporation Code of Ethics and General Policy on Insider Trading; or (v) made an unauthorized disclosure of any confidential or proprietary information of Bank of America or its subsidiaries or has committed any other material violation of Bank of America's written policy regarding Confidential and Proprietary Information.

(3) Rule of 60 is met when an employee has at least 10 years of vesting service under the pension plan in which he or she participates and his or her age and years of service add up to at least 60. Under his offer letter entered into with Merrill Lynch in 2008, Mr. Montag is deemed to meet any "career retirement" provisions for equity awards, such as Rule of 60, upon the third anniversary of his date of hire.

Time-Vested RSUs to Mr. Lynch

- This RSU award granted in February 2012 vests on the third anniversary of the grant date and is payable, net of applicable taxes, in shares of our common stock.
- Cash dividend equivalents are accrued and paid only if and when the underlying units become vested and payable.

- Treatment upon termination of employment before vesting is substantially the same as for the PRSUs noted above, except that Mr. Lynch qualifies for the equivalent of Rule of 60 treatment at the second anniversary of his hire date in accordance with the terms of his offer letter dated April 14, 2011.
- The RSUs are subject to substantially the same covenants and clawback provisions as applicable to the PRSUs noted above, including a performance-based clawback in case of losses during the vesting period.

Year-End Equity Values and Equity Exercised or Vested

The following table shows certain information about unexercised options and unvested restricted stock awards at December 31, 2012:

Outstanding Equity Awards as of December 31, 2012

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares/Units of Stock That Have Not Vested (#)	Market Value of Shares/ Units of Stock That Have Not Vested ($) (1)	Equity Incentive Plan Awards: Number of Unearned Shares/Units of Stock That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares/Units of Stock That Have Not Vested ($) (1)
Brian T. Moynihan	200,000	–	46.68	2/1/2015	217,249(2)	2,522,261	196,560(3)	2,282,062
	180,000	–	44.36	2/15/2016	38,051(4)	411,772	177,568(5)	2,061,564
	200,000	–	53.85	2/15/2017	–	–	–	–
	166,667	–	42.70	2/15/2018	–	–	–	–
Bruce R. Thompson	15,557	–	46.68	2/1/2015	175,239(2)	2,034,525	158,551(3)	1,840,777
	21,000	–	44.36	2/15/2016	609,179(6)	7,072,568	230,189(5)	2,672,494
	24,500	–	53.85	2/15/2017	16,982(4)	197,161	–	–
	81,900	–	42.70	2/15/2018	–	–	–	–
David C. Darnell	150,000	–	35.02	2/3/2013	127,228(2)	1,477,117	115,113(3)	1,336,462
	120,000	–	40.78	2/2/2014	–	–	180,293(5)	2,093,202
	105,000	–	46.68	2/1/2015	–	–	–	–
	105,000	–	44.36	2/15/2016	–	–	–	–
	105,000	–	53.85	2/15/2017	–	–	–	–
	78,750	–	42.70	2/15/2018	–	–	–	–
Gary G. Lynch	–	–	–	–	246,063(7)	2,856,791	–	–
	–	–	–	–	464,151(8)	5,388,793	–	–
Thomas K. Montag	2,102,216	–	30.71	8/4/2018	343,278(2)	3,985,458	310,585(3)	3,605,892
	–	–	–	–	20,965(4)	243,404	306,079(5)	3,553,577

(1) Value is based on the closing market value of our common stock on December 31, 2012, which was $11.61 per share.

(2) *2011 PRSUs (Performance Achieved).* Represents restricted stock units issued pursuant to PRSUs granted in 2011 upon satisfaction of performance above the threshold performance measure for those awards. These restricted stock units will be settled 40% in cash and 60% in shares. The cash-settled portion vested and was paid on March 1, 2013 and the stock-settled portion will vest and be paid on March 1, 2014. See the description of our company's performance and satisfaction of the performance measure for the 2011 PRSUs in "Compensation Discussion and Analysis" beginning on page 28 and footnote 3 below.

(3) *2011 PRSUs (Performance Not Yet Achieved).* These PRSUs granted in 2011 vest based on the attainment of pre-established performance goals over multiple performance periods, with the last performance period ending December 31, 2015. The number of PRSUs shown in the table above is based on achievement of target performance. See the description of the PRSUs and vesting terms in "Compensation Discussion and Analysis" beginning on page 28.

(4) *2012 CRSUs.* Half of these remaining CRSUs vested and were paid on each of January 15 and February 15, 2013.

(5) *2012 PRSUs (Performance Not Yet Achieved).* These PRSUs granted in 2012 vest based on the attainment of pre-established performance goals over multiple performance periods, with the last performance period ending December 31, 2016. The number of PRSUs shown in the table above is based on achievement of threshold performance. See the description of the PRSUs and vesting terms following "Grants of Plan-Based Awards" beginning on page 48.

(6) *2010 RSUs.* Mr. Thompson's RSU award vested on February 12, 2013.

(7) *2011 Buyout Award.* Mr. Lynch's restricted stock units vest as follows: 166,988 units vested on February 1, 2013 and 79,075 units are scheduled to vest on February 1, 2014.

(8) *2012 RSUs.* Mr. Lynch's RSU award is scheduled to vest February 15, 2015.

The following table shows information regarding the value of options exercised and restricted stock vested during 2012:

Options Exercised and Stock Vested in 2012

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#) (1)	Value Realized on Vesting ($) (2)
Brian T. Moynihan	0	0	190,251	1,664,125
Bruce R. Thompson	0	0	141,104	1,195,451
David C. Darnell	0	0	38,114	303,586
Gary G. Lynch	0	0	169,105	1,244,613
Thomas K. Montag	0	0	580,335	3,577,553

(1) Includes the following number of CRSUs which were settled and paid in cash during 2012: Mr. Moynihan, 190,251; Mr. Thompson, 95,194; Mr. Darnell, 10,289; and Mr. Montag, 115,111.

(2) Value represents the number of shares or units that vested multiplied by the closing market value of our common stock on the applicable vesting date.

Pension Benefits

The following table provides information regarding the actuarial present value of each named executive officer's accumulated benefits under the pension plans in which the named executive officer participates. For this purpose, in accordance with SEC rules, the present value was determined using the same assumptions applicable for valuing pension benefits for purposes of our financial statements. See Note—Employee Benefit Plans to the Consolidated Financial Statements for the 2012 fiscal year included in our 2012 annual report on Form 10-K.

Pension Benefits in 2012 (1)

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
Brian T. Moynihan	Fleet Legacy Pension Plan	19.25	316,013	0
	Fleet Retirement Income Assurance Plan	19.25	215,607	0
	Fleet SERP	12.75(2)	7,166,412	0
Bruce R. Thompson	Bank of America Pension Plan	15.92	200,847	0
	Pension Restoration Plan	15.92	677,997	0
David C. Darnell	Bank of America Pension Plan	33.00	410,148	0
	Pension Restoration Plan	33.00	743,802	0
	Bank of America SERP	15.00(2)	4,701,595	0
Gary G. Lynch (3)	N/A	–	–	–
Thomas K. Montag (3)	N/A	–	–	–

(1) As discussed below, all of the plans in this table have been frozen.

(2) For Mr. Moynihan and Mr. Darnell, respectively, the named executive officer's years of credited service under the Fleet SERP and the Bank of America SERP (as applicable) is lower than his years of credited service under the other pension plans and his actual service with us because the SERPs were frozen before the other pension plans were frozen. Mr. Moynihan requested that his participation in the Fleet SERP be frozen effective December 31, 2005; therefore, his years of credited service under the Fleet SERP reflect his service through December 31, 2005. Similarly, the Bank of America SERP was frozen effective December 31, 2002, and therefore, Mr. Darnell's years of credited service under the Bank of America SERP reflect his service through December 31, 2002. In addition, the Bank of America SERP did not take into account more than 15 years of service in its benefit formula before it was frozen, and that limit is also reflected in the table.

(3) Mr. Lynch and Mr. Montag do not participate in any tax-qualified pension plans or restoration or supplemental retirement plans.

The following describes the material features of the pension plans presented in the table.

Qualified Pension Plans. We sponsor two tax-qualified cash balance plans in which certain of the named executive officers participate: (1) the Bank of America Pension Plan and (2) the Bank of America Pension Plan for Legacy Companies (Legacy Companies Plan). Mr. Moynihan participates in the Bank of America Pension Plan for Legacy Fleet, which is a component plan of the Legacy Companies Plan (Fleet Legacy Pension Plan). Mr. Thompson and Mr. Darnell participate in the Bank of America Pension Plan. Mr. Lynch and Mr. Montag do not participate in a tax-qualified pension plan.

Both the Bank of America Pension Plan and the Fleet Legacy Pension Plan generally express benefits as a hypothetical cash balance account established in each participant's name. A participant's account receives two forms of credits: (i) "compensation credits" and (ii) "investment/interest credits" (for the Bank of America Pension Plan) or "interest credits" (for the Fleet Legacy Pension Plan).

Compensation credits equal a percentage of a participant's compensation. "Compensation" for this purpose includes both salary and bonus under the Bank of America Pension Plan and salary only for Mr. Moynihan under the Fleet Legacy Pension Plan. Compensation for this purpose is subject to the compensation limit applicable to tax-qualified plans ($250,000 for 2012). The applicable compensation credit percentage ranges between 4% and 6% under the Bank of America Pension Plan and between 3%

and 7.5% (or between 6% and 15% for eligible compensation in excess of the Social Security wage base) under the Fleet Legacy Pension Plan, in each case determined by a schedule based on years of service and age measured at certain points in time. We froze both plans, however, effective June 30, 2012, and as a result participants do not receive any further compensation credits under these plans for compensation earned after that date.

The amount of "investment/interest credits" under the Bank of America Pension Plan depends on when the related compensation credits were made. Compensation credits made before 2008 receive "investment credits" based on the performance of certain hypothetical investment measures selected by the participant from a menu of investment measures, which correspond to the investment funds available under the Bank of America 401(k) Plan. Compensation credits made after 2007 receive "interest credits" equal to the yield of the 10-year U.S. Treasury Note. All compensation credits made under the Fleet Legacy Pension Plan receive "interest credits," based on the yield of the one-year Treasury Bill, subject to a minimum annual rate of 3.25%. Participants will continue to receive these investment or interest credits (as applicable) following the plan freeze that was effective June 30, 2012.

Under either plan, at termination of employment after having completed at least three years of service, a participant is eligible to receive the amount then credited to the participant's cash balance account in an actuarially equivalent joint and survivor annuity (if married) or single life annuity (if not married). The participant may also choose from other optional forms of benefit, including a lump sum payment in the amount of the cash balance account.

Both plans also include certain protected minimum benefits, some of which relate to pension formulas from prior pension plans that have merged into the plans and some of which relate to the conversion to a cash balance form of plan. One of these protected minimum benefits under the Bank of America Pension Plan guarantees that the cash balance account will not be less than the opening cash balance account at conversion plus subsequent compensation credits.

Nonqualified Pension Restoration Plans. We also sponsor two nonqualified pension plans in which certain of the named executive officers participate: (1) the Bank of America Pension Restoration Plan (Pension Restoration Plan) and (2) the Retirement Income Assurance Plan for Legacy Fleet (RIAP). Mr. Moynihan participates in the RIAP. Mr. Thompson and Mr. Darnell participate in the Pension Restoration Plan. Mr. Lynch and Mr. Montag do not participate in these plans.

Both the Pension Restoration Plan and the RIAP are nonqualified deferred compensation plans that provide "make up" benefits for participants in the Bank of America Pension Plan or the Fleet Legacy Pension Plan (as applicable) whose plan benefits are reduced due to limits applicable to tax-qualified plans or due to participation in other nonqualified deferred compensation plans. However, since 2005, no benefits are accrued on a combined basis under the Bank of America Pension Plan and the Pension Restoration Plan, or under the Fleet Legacy Pension Plan and the RIAP, on any compensation for the year in excess of $250,000. In addition, as a result of the pension plan freeze effective June 30, 2012, no additional benefits accrue under either plan for compensation or service after that date.

Under either plan, at termination of employment after having completed at least three years of service, a participant is eligible to receive the amount then credited to the participant's Pension Restoration Plan or RIAP account, as applicable. As part of a design change to satisfy new federal tax laws affecting nonqualified deferred compensation plans, participants in the Pension Restoration Plan were given a one-time opportunity during 2006 to elect the form of payment as either a lump sum or annual installments over a period of up to 10 years, and were also allowed to elect the timing of payment to be either the year following termination of employment or any later year, not to exceed the year in which the participant reaches age 75. Participants in the RIAP with a benefit earned or vested after December 31, 2004 also were given a similar one-time opportunity during 2006 to elect the form and timing of payment of RIAP benefits earned and vested after December 31, 2004. Participants may make a separate payment election for RIAP benefits earned and vested on or before December 31, 2004 based on the provisions of the RIAP in effect on December 31, 2004. Pension Restoration Plan and RIAP participants may change their payment elections in limited circumstances.

Frozen SERPs. At Mr. Moynihan's request, we froze his participation in the Fleet SERP effective December 31, 2005. Mr. Darnell participates in the Bank of America SERP, which was frozen effective December 31, 2002. As a result, no further benefits accrue under either SERP for these named executive officers.

Prior to being frozen, each SERP provided a target retirement benefit expressed as a percentage of final average compensation, offset by benefits from the applicable tax-qualified pension plan and pension restoration plan and, in the case of the Bank of America SERP, offset by Social Security.

The frozen Fleet SERP benefits are expressed as an annual joint and 75% survivor annuity commencing at age 60, and the frozen Bank of America SERP benefits for Mr. Darnell are expressed as an annual joint and 66-2/3% survivor annuity commencing at age 60. The frozen annuity benefit is actuarially reduced for commencement prior to age 60 or actuarially increased for commencement after age 60. At the time his benefit was frozen, Mr. Moynihan elected to receive an actuarially equivalent lump sum payment of his plan benefits. Mr. Darnell may elect from actuarially equivalent lump sum and installment payment options in advance of his retirement in accordance with the terms of the Bank of America SERP. Actuarial equivalency under the Fleet SERP is based on the actuarial assumptions that were in effect under the Fleet Legacy Pension Plan for 2005, the year that SERP was frozen. Likewise, actuarial equivalency under the Bank of America SERP is based on the actuarial assumptions that were in effect under the Bank of America Pension Plan for 2002, the year that SERP was frozen.

Nonqualified Deferred Compensation

The following table shows information about the participation by each named executive officer in our nonqualified deferred compensation plans:

Nonqualified Deferred Compensation in 2012

Name	Plan Name	Executive Contributions in 2012 ($) (1)	Registrant Contributions in 2012 ($)	Aggregate Earnings in 2012 ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at December 31, 2012 ($) (2)
Brian T. Moynihan	401(k) Restoration Plan	7,071	0	32,644	0	257,976
	Fleet Deferred Compensation Plan	0	0	108,833	0	1,015,773
	Fleet Executive Supplemental Plan	0	0	61,295	0	363,594
	Stock Salary Award	0	0	348,329	926,120	111,015
Bruce R. Thompson	401(k) Restoration Plan	0	0	70,304	0	2,671,742
	Long Term Cash Award	0	0	0	78,053	0
David C. Darnell	401(k) Restoration Plan	0	0	270,267	0	6,647,105
	Long Term Cash Award	0	0	0	78,053	0
	Stock Salary Award	0	0	281,321	748,031	89,618
Gary G. Lynch	401(k) Restoration Plan	0	0	0	0	0
Thomas K. Montag	Stock Salary Award	0	0	608,609	1,618,741	193,608

(1) Amounts in this column represent named executive officer elective deferrals credited during 2012 under the Bank of America 401(k) Restoration Plan, comprised of the deferred portion of base salary otherwise payable in 2012.

(2) The following table identifies amounts that have already been reported as compensation in our Summary Compensation Table for the current or prior years:

Name	Amount of 2012 Contributions and Earnings Reported As Compensation in 2012 Summary Compensation Table ($)	Amounts in "Aggregate Balance at December 31, 2012" Column Reported As Compensation in Summary Compensation Tables for Prior Years ($)
Brian T. Moynihan	47,067	570,971
Bruce R. Thompson	0	250
David C. Darnell	0	0
Gary G. Lynch	0	0
Thomas K. Montag	0	258,707

The amounts in the table above for Mr. Moynihan and Mr. Montag include stock salary deferred that has not been distributed as of year-end 2012. These amounts are based on the original value previously reported as compensation, and do not reflect earnings, losses or distributions.

The following describes the material features of our nonqualified deferred compensation plans in which the named executive officers participate.

401(k) Restoration Plan. The named executive officers, other than Mr. Montag, are eligible to participate in the Bank of America 401(k) Restoration Plan (401(k) Restoration Plan). Mr. Lynch and Mr. Montag did not participate in the 401(k) Restoration Plan for 2012.

The 401(k) Restoration Plan is available to certain employees with annual salary or total cash compensation in excess of the compensation limit applicable to tax-qualified plans (for participation in 2012, this was $245,000). The 401(k) Restoration Plan is a nonqualified retirement savings plan that provides "make up" benefits for participants in The Bank of America 401(k) Plan or The Bank of America 401(k) Plan for Legacy Companies (401(k) Plans) whose contributions are adversely affected due to limits applicable to tax-qualified plans.

Under the plan, participants may defer up to 30% of their base salary after reaching the 401(k) Plans' limits and up to 90% of commissions and most cash incentives. Participants who have completed at least 12 months of service are also eligible for a matching contribution. We match 100% of the first 5% of participant deferrals. However, no matching contributions are made on a combined basis under the 401(k) Plans and the 401(k) Restoration Plan on any compensation for the year in excess of $250,000, resulting in a maximum matching contribution on a combined basis of $12,500.

Accounts under the 401(k) Restoration Plan are adjusted for investment gains and losses based on the performance of certain hypothetical investment choices selected by the participant. These investment choices are the same investment choices available under the 401(k) Plans. Participants may change their investment elections at any time under the same rules that apply under the 401(k) Plans.

When participants make their deferral elections for a year, they also elect how those deferrals will ultimately be paid. Participants may elect a lump sum or installments of up to 10 years, and the timing may be the year following termination of employment or any other year, before or after termination of employment, as specified by the participant, but not beyond the year the participant turns age 75. As a result, planned in-service distributions are available. A separate distribution election is made for matching contributions, but payment for these amounts cannot begin before termination of employment. Changes to payment elections are permitted in limited circumstances. Participants may also request unplanned in-service distributions in limited emergency situations.

FleetBoston Financial Corporation Executive Deferred Compensation Plan No. 2. Mr. Moynihan also participates in the FleetBoston Financial Corporation Executive Deferred Compensation Plan No. 2 (Fleet Deferred Compensation Plan), which is a nonqualified retirement savings plan intended to provide eligible employees with the ability to defer receipt of certain types of compensation. Mr. Moynihan deferred incentive awards under this plan during the period from 1994 to 1997. No deferrals have been permitted under this plan since 2002.

Deferrals made under the plan before 1998 are credited with interest at an annual rate of 12%. Under the terms of the plan, as a result of the FleetBoston acquisition, we cannot amend the plan to change this rate. Deferrals made under the plan between 1998 and 2001 are credited with interest at an annual rate of 4% and deferrals made under the plan in 2002 receive interest based on the return for the one-year Treasury Bill.

Benefits are payable in a lump sum or annual installments of up to 15 years commencing in the year of employment termination or any later year as elected by the participant, but not beyond the year the participant turns age 65. Participants may change the time or form of payment with an election made at least 12 months before their employment ends. Participants were able to schedule an in-service payment at the time deferral elections were originally made. Participants may also request unplanned in-service distributions in limited emergency situations and in-service withdrawals in the absence of hardship also are permitted subject to a withdrawal penalty.

FleetBoston Financial Corporation Executive Supplemental Plan. Mr. Moynihan also participates in the FleetBoston Financial Corporation Executive Supplemental Plan (Fleet Executive Supplemental Plan). Similar to the 401(k) Restoration Plan, the Fleet Executive Supplemental Plan provided “make up” benefits for certain participants in The Bank of America 401(k) Plan for Legacy Companies whose contributions were adversely affected due to limits applicable to tax-qualified plans. However, no contributions have been made to the Fleet Executive Supplemental Plan since December 31, 2004.

Accounts under the Fleet Executive Supplemental Plan are adjusted for investment gains and losses based on the performance of four hypothetical investment choices selected by the participant. Participants may change their investment elections at any time under the same rules that apply under the 401(k) Plans. Investment returns in 2012 for the following investment choices were: Columbia Core Bond Fund, 5.89%; Columbia Large Cap Growth Fund, 20.46%; Invesco Van Kampen Equity & Income Fund, 12.88%; and Stable Value Fund, 2.68%. Benefits are payable in a lump sum or annual installments of up to 15 years commencing in the year of employment termination or any later year as elected by the participant, but not beyond the year the participant turns age 65. However, participants younger than age 55 may not elect installments. Participants may change the time or form of payment with an election made at least 12 months before their employment ends. Participants may also request unplanned in-service distributions in limited emergency situations.

Long-Term Cash Award. Mr. Thompson received a long-term cash award in February 2009 related to performance during 2008 under a program applicable below the executive officer level. This award provides payment of a stated cash amount not linked to the value of our common stock in three annual installments on the first, second and third anniversaries of the grant date. Interest was taken into account when the stated cash amount was initially determined, and no additional interest accrues on the award during the three-year payment period.

Generally, the executive must remain employed through each scheduled payment date to receive payment, and a voluntary termination by the executive or termination by our company for cause prior to the scheduled payment date results in forfeiture. However, for an executive who meets the Rule of 60 (see “Potential Payments Upon Termination or Change in Control” on page 58 for a definition of “Rule of 60”), the award continues to vest if the executive complies with certain covenants, does not go to work for a competitive business during the original payment period, and annually provides us with a written certification that he or she is in compliance with this requirement. For SEC disclosure rule purposes, we treat these long-term cash awards as “vested” and report the amounts as earned in the Summary Compensation Table as of the date the executive is eligible for Rule of 60 treatment, and therefore the portion of the award payable after that date is reported in the table above as nonqualified deferred compensation. Mr. Thompson met the eligibility requirements for Rule of 60 treatment during 2010.

Stock Salary. Certain of the named executive officers received stock salary awards during 2009. These awards were granted in connection with our participation in the Troubled Asset Relief Program (TARP) during 2009 in accordance with Treasury Department regulations and determinations by the Office of the Special Master of TARP Executive Compensation. The material terms of the awards are as follows:

- The awards were vested upon grant.
- The awards originally were payable in 36 monthly installments beginning January 2011, but as a result of our repayment of all TARP financing in December 2009, the payment schedule was accelerated to 36 monthly installments beginning January 2010.
- The awards do not receive any dividends or dividend equivalents.
- Payments are made in cash based on the closing price of our common stock on the last business day of each month during the payment period. Filings with the SEC pursuant to Section 16(a) of the Exchange Act are made monthly upon settlement of these units in cash because the value of these stock salary awards is linked to the value of our common stock.
- Although vested, payments are not accelerated for termination of employment (except for death) and are subject to forfeiture (in whole or in part) in case of termination for cause or violation of certain covenants regarding detrimental conduct, solicitation and violation of anti-hedging or derivative transaction policies.
- We retain the right to reduce or recover from the stock salary any losses if it is determined that a named executive officer engaged in certain detrimental conduct or engaged in certain hedging or derivative transactions involving our common stock.
- The awards also specifically provide that they are subject to the Incentive Compensation Recoupment Policy and the recoupment requirements under TARP.

Potential Payments Upon Termination or Change in Control

We do not have any agreements with our executive officers that provide for cash severance payments upon termination of employment or in connection with a change in control. In addition, under our policy regarding executive severance agreements, we will not enter into employment or severance agreements with our executive officers that provide severance benefits (as defined under our policy) exceeding two times base salary and bonus, unless the agreement has been approved by our stockholders.

Our equity awards include standard provisions that result in the vesting or forfeiture of awards upon termination of employment, depending on the reason for termination. These provisions for awards granted in 2012 are described in more detail under "Grants of Plan-Based Awards," and those details can be found for awards granted in prior years in our prior proxy statements. In general, our awards for performance year 2009 and later include the following rules that allow for a continued opportunity to vest in the award per the original vesting schedule after certain types of termination of employment:

- If the executive resigns or is terminated without cause after meeting the Rule of 60, the award continues to vest if the executive complies with certain covenants, does not go to work for a competitive business during the original vesting period and annually provides us with a written certification that he or she is in compliance with this requirement. Rule of 60 is met when an employee has at least 10 years of service and his or her age and years of service add up to at least 60. Currently, each of the named executive officers, other than Mr. Lynch, meets the Rule of 60. In accordance with his offer letter, Mr. Lynch qualifies for the equivalent of Rule of 60 treatment for any outstanding equity awards at the second anniversary of his hire date. To receive this treatment under his offer letter, Mr. Lynch must comply with all applicable covenants in his equity award agreement and provide our company with a general release of claims.
- Awards remain subject to the performance-based clawback, and as a result may be canceled in whole or in part if losses occur during the vesting period. The awards also remain subject to cancellation or recovery if the executive is found to have engaged in detrimental conduct. Further, under our Incentive Compensation Recoupment Policy, the Board can require reimbursement of any incentive compensation paid to an executive officer whose fraud or intentional misconduct causes our company to restate its financial statements.

- If the executive is terminated without cause in connection with a workforce reduction or divestiture, awards (other than CRSUs and PRSUs) continue to vest if the executive complies with certain covenants and executes any required release of claims, but non-competition provisions do not apply. These awards remain subject to the performance-based clawback as well.

Under Mr. Montag's 2008 offer letter with Merrill Lynch, his equity awards must continue to vest per the vesting schedule, subject to any conditions in the applicable award agreements (other than a non-compete) for any involuntary termination without cause or resignation for "good reason." No additional cash severance payments are due under his offer letter. See the chart below for additional detail on the definition of "good reason" under his agreement.

For equity awards granted before April 2010, the terms of our Stock Plan provided for "single trigger" full vesting upon a change in control. Our Stock Plan was amended and approved by our stockholders at our 2010 annual meeting. For awards granted under the amended Stock Plan after April 2010, "single trigger" vesting no longer applies. Instead, the awards are designed to either vest in full or continue to vest per schedule in case of a termination of employment without cause or with good reason within two years after a change in control—often referred to as "double trigger" vesting.

The following chart shows the value of equity awards that would have become vested or forfeited, or that could have continued to vest subject to the non-compete or compliance with covenants, as applicable, for a termination of employment and/or a change in control as of December 31, 2012. For this purpose, restricted stock was valued at our closing price as of December 31, 2012, which was $11.61 per share, and stock options were valued as the difference between our closing price as of that date and the applicable exercise price of the stock options. On this basis, as of December 31, 2012, all of the unvested stock options had a value of $0. Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed herein, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the time during the year of any such event and the price of our common stock.

Potential Payments Upon Termination or Change in Control as of December 31, 2012

	For Cause	Death	Disability		Workforce Reduction / Divestiture		
Name	Forfeit ($)	Immediate Vesting ($)	Fully Vested ($)	Pay per Schedule, Subject to Conditions ($) (1)	Fully Vested ($)	Pay per Schedule, Subject to Conditions ($) (1)	Forfeit ($)
Brian T. Moynihan	13,832,967	13,832,967	441,772	13,391,195	0	13,391,195	441,772
Bruce R. Thompson	21,100,177	21,100,177	197,161	20,903,016	0	20,903,016	197,161
David C. Darnell	10,500,003	10,500,003	0	10,500,003	0	10,500,003	0
Gary G. Lynch	10,095,239	10,095,239	0	10,095,239	0	4,706,446	5,388,793
Thomas K. Montag (2)	22,291,200	22,291,200	243,404	22,047,796	0	22,047,796	243,404

	Any Other Involuntary Termination Without Cause			Voluntary Termination		Upon Change in Control (3)		
Name	Fully Vested ($)	Pay per Schedule, Subject to Conditions ($) (1)	Forfeit ($)	Pay per Schedule, Subject to Conditions ($) (1)	Forfeit ($)	Immediate Vesting – Single Trigger ($)	Immediate or Continued Vesting – Double Trigger ($)	No Impact, Vest per Schedule ($)
Brian T. Moynihan	0	13,391,195	441,772	13,391,195	441,772	0	13,391,195	441,772
Bruce R. Thompson	0	20,903,016	197,161	20,903,016	197,161	7,072,568	13,830,448	197,161
David C. Darnell	0	10,500,003	0	10,500,003	0	0	10,500,003	0
Gary G. Lynch	0	4,706,446	5,388,793	0	10,095,239	0	10,095,239	0
Thomas K. Montag (2)	0	22,047,796	243,404	22,047,796	243,404	0	22,047,796	243,404

(1) The conditions to continued vesting include (i) compliance with covenants regarding non-solicitation, detrimental conduct and compliance with anti-hedging/derivative transactions policies and (ii) the performance-based clawback described above, and for “Any Other Involuntary Termination Without Cause” and “Voluntary Termination” also include the Rule of 60 conditions described above. The table includes, where applicable, the value of PRSUs granted in both 2011 and 2012 assuming the maximum number of units are earned, although actual payout is dependent upon the future achievement of specified return on assets goals (except in case of death or termination following double-trigger change in control).

(2) Mr. Montag’s 2008 offer letter defines cause as (i) his engagement in (A) willful misconduct resulting in material harm to our company or (B) gross negligence in connection with the performance of his duties; or (ii) his conviction of, or plea of nolo contendere to, a felony or any other crime involving fraud, financial misconduct or misappropriation of company assets, or that would disqualify him from employment in the securities industry (other than a temporary disqualification). For Mr. Montag, “Any Other Involuntary Termination Without Cause” includes a resignation by him for “good reason” under his 2008 employment agreement, defined as a resignation following: (i) a meaningful and detrimental alteration in the nature of the executive’s responsibilities or authority, or (ii) a material reduction in the executive’s total annual compensation that is not experienced generally by similarly situated employees.

(3) For awards with double-trigger vesting provisions, the award vests in connection with a change in control only if, within two years following the change in control, the executive’s employment is terminated by our company without “cause” or by the executive for “good reason.” The award may either vest immediately upon such termination of employment or continue to vest per schedule, depending on the terms of the applicable award agreement. The definition of “cause” is described in more detail under “Grants of Plan-Based Awards.” The definition of “good reason” for this purpose means (i) a material diminution in the executive’s responsibility, authority or duty, (ii) a material reduction in the executive’s base salary (with certain exceptions) or (iii) a relocation greater than 50 miles. Certain notice and cure requirements apply in order to claim “good reason.”

Following termination of employment, our named executive officers receive payment of retirement benefits and non-qualified deferred compensation benefits under our various plans in which they participate to the extent vested. The value of those benefits as of December 31, 2012 is set forth in the sections above entitled “Pension Benefits” and “Nonqualified Deferred Compensation.” There are no special or enhanced benefits under those plans for our named executive officers, and all of our named executive officers are fully vested in the benefits discussed in those sections.

We make benefit, tax and financial advisory services available to our executive officers during their employment with us. This benefit continues through the end of the year in which they cease employment, including preparation of that year’s tax return. However, in the case of a termination for cause, the benefit stops immediately.

Bank of America employees who retire and meet the Rule of 60 have access to continued coverage under our group health plan, but the employee generally must pay for the full cost of that coverage on an after-tax basis without any employer subsidy. Under an agreement entered into with Merrill Lynch, Mr. Montag will be able to access non-subsidized retiree medical coverage if he retires before attaining the Rule of 60, so long as he does not work for or accept another position with a competitor.

An employee who is a former NationsBank employee and who was hired before January 1, 2000 is eligible for an annual supplement to help cover the cost of retiree medical benefits if he or she meets the “Rule of 75” at termination. The amount of this supplement equals $30 per year of service. An employee meets the Rule of 75 if he or she retires after age 50, with at least 15 years of vesting service under our pension plan, and with a combined age and years of service of 75 or more. As of the end of the last fiscal year, the only named executive officer eligible for these benefits is Mr. Darnell. The amount of the annual retiree medical benefit supplement for Mr. Darnell based on his years of service through December 31, 2012 is $990. This supplement continues at a 50% rate for the life of the surviving spouse.

Also, all eligible employees hired before January 1, 2006 who meet the Rule of 75 when they terminate receive $5,000 of retiree life insurance coverage. As of the end of the last fiscal year, only Mr. Darnell would have qualified for this benefit.