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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**BANK OF AMERICA CORPORATION**  
(Exact name of registrant  
as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**56-0906609**  
(IRS Employer  
Identification No.)

**BANK OF AMERICA CORPORATION**  
**Bank of America Corporate Center**  
**100 North Tryon Street**  
**Charlotte, North Carolina**  
(Address of principal executive offices)

**28255**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Depository Shares, each representing a 1/1,000th interest in a share of 6.204% Non-Cumulative Preferred Stock, Series D	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /  /

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. /  /

Securities Act registration statement file number to which this form relates: 333-133852

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered**

The securities to be registered hereby are the Depository Shares (the "Depository Shares"), each representing a  $1/1,000^{\text{th}}$  interest in a share of 6.204% Non-Cumulative Preferred Stock, Series D (the "Preferred Stock") of Bank of America Corporation (the "Registrant"). The descriptions of the Preferred Stock and the Depository Shares are contained in (i) the Registrant's Prospectus, dated May 5, 2006 (the "Prospectus"), included in the Registrant's registration statement on Form S-3 (File No. 333-133852) under the captions "Description of Preferred Stock" and "Description of Depository Shares" and (ii) the Registrant's Prospectus Supplement, dated September 6, 2006, under the captions "Description of the Preferred Stock" and "Description of the Depository Shares," and those sections are incorporated herein by reference.

**Item 2. Exhibits**

- 3.1 Certificate of Designations of the Preferred Stock, dated September 13, 2006, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K, dated September 6, 2006
- 4.1 Deposit Agreement, dated September 6, 2006, among the Registrant, Computershare Shareholder Services, Inc., Computershare Trust Company, N.A. and the Holders from time to time of the Depositary Receipts, incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated September 6, 2006
- 4.2 Form of Certificate for the Preferred Stock, incorporated herein by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, dated September 6, 2006
- 4.3 Form of Depositary Receipt for the Depositary Shares, incorporated herein by reference to Exhibit 4.3 of the Registrant's Current Report on Form 8-K, dated September 6, 2006

#### **SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: September 14, 2006

BANK OF AMERICA CORPORATION

By: /s/ TERESA M. BRENNER  
Teresa M. Brenner  
Associate General Counsel