



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

December 31, 2007

Andrew A. Gerber
Hunton & Williams LLP
Bank of America Plaza, Suite 3500
101 South Tryon Street
Charlotte, NC 28280

Re: Bank of America Corporation
Incoming letter dated December 13, 2007

Dear Mr. Gerber:

This is in response to your letter dated December 13, 2007 concerning the shareholder proposal submitted to Bank of America by Donald S. and Sharon K. King. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponents.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: Donald S. and Sharon K. King

*** FISMA & OMB Memorandum M-07-16 ***

CFOCC-00029088

December 31, 2007

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Bank of America Corporation
Incoming letter dated December 13, 2007

The proposal relates to deferred compensation.

There appears to be some basis for your view that Bank of America may exclude the proposal under rule 14a-8(f). We note that the proponents appear not to have responded to Bank of America's request for documentary support indicating that they have satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if Bank of America omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

William A. Hines
Special Counsel



RECEIVED

2007 DEC 17 PM 12:41

OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

HUNTON & WILLIAMS LLP
BANK OF AMERICA PLAZA
SUITE 3500
101 SOUTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28280

TEL 704 • 378 • 4700
FAX 704 • 378 • 4890

ANDREW A. GERBER
DIRECT DIAL: 704-378-4718
EMAIL: agerber@hunton.com

FILE NO: 46123.74

December 13, 2007

Rule 14a-8

BY OVERNIGHT DELIVERY

Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
100 F. Street, N.E.
Washington, DC 20549

Re: Stockholder Proposal Submitted by Donald S. and Sharon K. King

Ladies and Gentlemen:

Pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as counsel to Bank of America Corporation, a Delaware corporation (the "Corporation"), we request confirmation that the staff of the Division of Corporation Finance (the "Division") will not recommend enforcement action if the Corporation omits from its proxy materials for the Corporation's 2008 Annual Meeting of Stockholders (the "2008 Annual Meeting") for the reasons set forth herein, the proposal described below. The statements of fact included herein represent our understanding of such facts.

GENERAL

The Corporation received a proposal on October 29, 2007 (the "Proposal") from Donald S. and Sharon K. King (the "Proponents") for inclusion in the proxy materials for the Corporation's 2008 Annual Meeting. The Proposal is attached hereto as **Exhibit A**. The 2008 Annual Meeting is scheduled to be held on or about April 23, 2008. The Corporation intends to file its definitive proxy materials with the Securities and Exchange Commission (the "Commission") on or about March 13, 2008.



Securities and Exchange Commission
December 13, 2007
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Pursuant to Rule 14a-8(j) promulgated under the Exchange Act, enclosed are:

1. Six copies of this letter, which includes an explanation of why the Corporation believes that it may exclude the Proposal; and
2. Six copies of the Proposal.

A copy of this letter is also being sent to the Proponents as notice of the Corporation's intent to omit the Proposal from the Corporation's proxy materials for the 2008 Annual Meeting.

SUMMARY OF PROPOSAL

The Proposal requests the Board of Directors to take the necessary steps so that no future deferred executive pay is awarded to anyone.

REASONS FOR EXCLUSION OF PROPOSAL

The Corporation believes that the Proposal may be properly omitted from the proxy materials for the 2008 Annual Meeting pursuant to Rule 14a-8(b) and Rule 14a-8(f). The Proposal may be excluded under Rule 14a-8(b) and 14a-8(f) because the Proponents have not provided the documentary support necessary to submit the Proposal and have not provided a written statement that they intend to hold their stock in the Corporation through the date of the 2008 Annual Meeting.

Rule 14a-8(b) provides that in order for the Proponents to be eligible to submit a shareholder proposal at the 2008 Annual Meeting, the Proponents must have continuously held at least \$2,000 in market value, or 1%, of the Corporation's securities entitled to be voted on the shareholder proposal at the 2008 Annual Meeting for at least one year by the date the Proponents submitted the Proposal, and the Proponents must state that they will continue to hold those securities through the date of the 2008 Annual Meeting. As described below, the Proponents do not satisfy the foregoing requirements of Rule 14a-8(b) and, therefore, are not eligible to submit the Proposal.

As noted above, on October 29, 2007, the Corporation received the Proposal. In the Proposal, the Proponents state "[o]ur stock is held by ING." The Proponents provide no further information regarding their stock ownership. The Corporation confirmed that the Proponents were not record owners on its books and records. In addition, the Proponents did not, as required, state that they will continue to hold their securities through the date of the 2008 Annual Meeting. By letter dated October 29, 2007 (the "Defect Letter"), the Corporation informed the Proponents of the ownership eligibility defect and requested that appropriate documentary support be provided to the Corporation. A copy of the Defect Letter is attached as **Exhibit B**. In addition, the Defect Letter requested a written statement from the Proponents stating that they intend to hold their securities



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December 13, 2007

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through the date of the 2008 Annual Meeting. The Defect Letter was sent to the Proponents within 14 days of the Corporation's receipt of the Proposal. The Defect Letter clearly notified the Proponents that they had 14 calendar days from receiving the Defect Letter to demonstrate that they satisfy the ownership eligibility requirements of Rule 14a-8(b) and to provide the requested written statement. In addition, the Corporation provided a copy of Rule 14a-8 with the Defect Letter. According to Federal Express tracking records, a copy of which is attached as **Exhibit C**, the Defect Letter was received by the Proponents on October 30, 2007. As of the date of this letter, the Proponents have not cured the eligibility defects or responded in any way to the Defect Letter.

The Division has consistently concluded that shareholder proposals may be properly omitted from a company's proxy materials pursuant to Rule 14a-8(b)(1) where the proponent failed to meet the minimum \$2,000 in market value, or 1%, of the company's securities eligibility requirement or failed to provide the required written statement. See *Torotel, Inc.* (August 29, 2007); *KeySpan Corporation* (March 2, 2006); *Sirius Satellite Radio, Inc.* (March 19, 2007); *Baxter International, Inc.* (February 22, 2006); and *Harleysville Savings Financial Corporation* (October 23, 2007).

In this case, the Proponents have not provided documentary support evidencing that they satisfy the minimum ownership requirements of Rule 14a-8(b) or the required written statement. Accordingly, based on the foregoing, the Proposal may be omitted from the proxy materials for the Corporation's 2008 Annual Meeting.

CONCLUSION

On the basis of the foregoing and on behalf of the Corporation, we respectfully request the concurrence of the Division that the Proposal may be excluded from the Corporation's proxy materials for the 2008 Annual Meeting. Based on the Corporation's timetable for the 2008 Annual Meeting, a response from the Division by February 3, 2008 would be of great assistance.

If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact the undersigned at 704-378-4718 or, in my absence, Teresa M. Brenner, Associate General Counsel of the Corporation, at 704-386-4238.



Securities and Exchange Commission
December 13, 2007
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Please acknowledge receipt of this letter by stamping and returning the enclosed receipt copy of this letter. Thank you for your prompt attention to this matter.

Very truly yours,

Andrew A. Gerber

cc: Teresa M. Brenner
Donald S. and Sharon K. King



Securities and Exchange Commission
December 13, 2007
Page 4

Please acknowledge receipt of this letter by stamping and returning the enclosed receipt copy of this letter. Thank you for your prompt attention to this matter.

Very truly yours,

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

Andrew A. Gerber

cc: Teresa M. Brenner
Donald S. and Sharon K. King

EXHIBIT A

OFFICE OF THE

OCT 23 2007

*** FISMA & OMB Memorandum M-07-16 ***

CORPORATE SECRETARY

October 23, 2007

To: Board of Directors for Bank of American Corporation
Bank of America Corporate Center
Charlotte, NC 28255

Re: Shareholder Proposal on Deferred Executive Pay for the 2008 Annual Meeting of Stockholders

Donald S. and Sharon K. King, owners of 100 shares of Bank of America common stock as of October 23, 2007, presents the following shareholder proposal. Our stock is held by ING.

RESOLVED: That the shareholders of Bank of America Corporation hereby request the Board of Directors to take the necessary steps so that NO future DEFERRED EXECUTIVE PAY is awarded to ANYONE.

Shareholder's Statement Supporting this item:

Approximately 85% of the companies in the S&P 500 have created special "deferred pay" accounts for their top executives. Dollars in these accounts earn tax-free interest until the executives retire. Some top executives have accumulated millions in these accounts, all of this over and beyond their regular pension provisions and 401K savings.

The March 19, 2007 notice of the Annual Meeting lists on page 38 a NONqualified Deferred Compensation, aggregate balance at December 31, 2006, for Kenneth D. Lewis as \$33,868,031 and the chart lists six more top executives with deferred compensation over the standard employee level of \$15,500 in a 401K program. It is difficult to understand the exact descriptions of the various components of this table, but it is just TOO MUCH deferred compensation per year per any CEO or employee (and let us remember the CEOs are the shareholders' employees – our employees).

Standard 401K plans, the only tax-deferred tool available to most corporate employees, permit only a \$15,500 deferral for workers under age 50.

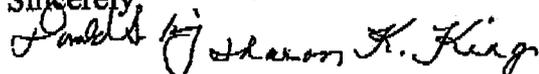
Why should top executives be allowed more than the \$15,500 tax-deferral

plan available to the great majority of US workers?

Surely the Bank of America, the bank for all the people of America, can set an example of a more equitable compensation plan for all the employees of the company by treating all the employees to the same retirement benefits.

If you are in support of having top executive salary deferral fall within the bounds of most employees in this country, please vote YES to this proposal.

Sincerely,

A handwritten signature in cursive script, appearing to read "Donald S. and Sharon K. King".

Donald S. and Sharon K. King, concerned shareholders

EXHIBIT B



KRISTIN MARIE OBERHEU, NCCP
Vice President / Senior Paralegal
Legal Department

October 29, 2007

**Federal Express
Overnight Delivery**

Mr. and Mrs. Donald King

*** FISMA & OMB Memorandum M-07-16 ***

Re: Bank of America Corporation (the "Corporation")

Dear Mr. and Mrs. King:

On October 29, 2007, we received your request to include a stockholder proposal in the Corporation's 2008 annual proxy statement. In order to properly consider your request, and in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), we hereby inform you of a certain eligibility and procedural defect in your submission, as describe below. For your convenience, I have included a copy of Rule 14a-8 with this letter.

I understand that your shares of Bank of America Corporation common stock are held by ING. In accordance with applicable rules of the Securities and Exchange Commission ("SEC"), please send a written statement from the "record" holder of your shares, verifying that, at the time you submitted your proposal, you held at least \$2,000 in market value of the Corporation's common stock and had held such stock continuously for at least one year. Please note that if we do not receive such documentation **within 14 calendar days** of your receipt of this letter, we may properly exclude your proposal from our proxy statement.

In addition, under Rule 14a-8(b), you must also provide us with a written statement that you intend to continue to hold your securities through the date of the 2008 meeting of shareholders. We must receive your written statement **within 14 calendar days** of your receipt of this letter.

In asking you to provide the foregoing information, the Corporation does not relinquish its right to later object to including your proposal on related or different grounds pursuant to applicable SEC rules.

Tel: 704.386.7483 Fax: 704.409.0985
kristin.m.oberheu@bankofamerica.com
Bank of America, NCI-002-29-01
101 S. Tryon Street, Charlotte, NC 28255

Recycled Paper

Please send the requested documentation to my attention: Kristin Marie Oberheu, Bank of America Corporation, NC1-002-29-01, 101 South Tryon Street, Charlotte, NC 28255. If you would like to discuss this matter with me, please call me at 704-386-7483.

Very truly yours,



Kristin Marie Oberheu, NCCP
Vice President/Senior Paralegal

Attachment

*** FISMA & OMB Memorandum M-07-16 ***

EXHIBIT C

This tracking update has been requested by:

Company Name: Bank of America Legal Dept.
Name: Kristin M. Oberheu
E-mail: jim.dwiggins@bankofamerica.com

Our records indicate that the following shipment has been delivered:

Ship (P/U) date: Oct 29, 2007
Delivery date: Oct 30, 2007 1:27 PM
Sign for by: D.KING
Delivered to: Residence
Service type: FedEx Standard Overnight
Packaging type: FedEx Envelope
Number of pieces: 1
Weight: 0.50 lb.
Special handling/Services: Residential Delivery
Direct Signature Required
Deliver Weekday

Tracking number: 799741991780

Shipper Information	Recipient Information
Kristin M. Oberheu	Donald S. King
Bank of America Legal Dept.	
101 S. Tryon Street;NC1-002-29-01	

*** FISMA & OMB Memorandum M-07-16 ***

12/13/2007

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Charlotte
NC
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*** FISMA & OMB Memorandum M-07-16 ***

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Thank you for your business.

12/13/2007

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