

FLEETWOOD ENTERPRISES INC/DE/  
Form 4  
December 19, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BANK OF AMERICA CORP /DE/

2. Issuer Name and Ticker or Trading Symbol  
FLEETWOOD ENTERPRISES INC/DE/ [FLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/17/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

100 N TRYON ST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHARLOTTE, NC 28255

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/17/2008		S		432,450	D	\$ 0.13 21,735,816 I	By Subsidiary (1)
Common Stock	12/17/2008		S		107,870	D	\$ 0.131 21,627,946 I	By Subsidiary (1)
Common Stock	12/17/2008		S		64,400	D	\$ 0.132 21,563,546 I	By Subsidiary (1)
Common Stock	12/17/2008		S		644,310	D	\$ 0.133 20,919,236 I	By Subsidiary

Common Stock	12/17/2008	S	92,626	D	\$ 0.134	20,826,610	I	(1) By Subsidiary (1)
Common Stock	12/17/2008	S	164,244	D	\$ 0.135	20,662,366	I	By Subsidiary (1)
Common Stock	12/17/2008	S	50,800	D	\$ 0.136	20,611,566	I	By Subsidiary (1)
Common Stock	12/17/2008	S	100	D	\$ 0.137	20,611,466	I	By Subsidiary (1)
Common Stock	12/17/2008	S	89,700	D	\$ 0.14	20,521,766	I	By Subsidiary (1)
Common Stock	12/17/2008	S	3,400	D	\$ 0.141	20,518,366	I	By Subsidiary (1)
Common Stock	12/17/2008	S	100	D	\$ 0.142	20,518,266	I	By Subsidiary (1)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

