

FLEETWOOD ENTERPRISES INC/DE/

Form 3

December 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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/

(Last) (First) (Middle)

100 N TRYON ST

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/15/2008

3. Issuer Name and Ticker or Trading Symbol

FLEETWOOD ENTERPRISES INC/DE/ [FLE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

22,168,266

I By Subsidiary ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ 100 N TRYON ST CHARLOTTE, NC 28255	Â	Â X	Â	Â

Signatures

/s/ Debra Cho, Senior Vice President	12/19/2008
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__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

22,168,175 of these shares are owned directly by Banc of America Securities LLC, and 91 of these shares are owned directly by Bank of America, N.A. Banc of America Securities LLC and Bank of America, N.A. are both wholly owned subsidiaries of Bank of America

- (1) Corporation. Bank of America Corporation is an indirect beneficial owner of the reported securities. These shares were obtained in connection with the repurchase by Fleetwood Enterprises, Inc. of its 5% convertible senior subordinated debentures with shares of its common stock, pursuant to the indenture governing the debentures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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