

PIMCO Income Strategy Fund II
 Form 4
 March 21, 2011

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
PIMCO Income Strategy Fund II [PFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2010

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

**BANK OF AMERICA
 CORPORATE CENTER, 100 N.
 TRYON STREET**

(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
 ___X___ 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 | 04/29/2010 | | P | 211 | A | \$ 9.54 | 211 | I | By Subsidiary |
| Common Stock | 05/14/2010 | | P | 200 | A | \$ 8.93 | 411 | I | By Subsidiary |
| Common Stock | 04/29/2010 | | S | 411 | D | \$ 9.5 | 0 | I | By Subsidiary |
| Common Stock | 06/18/2010 | | P | 40 | A | \$ 9.84 | 40 | I | By Subsidiary |
| | 06/18/2010 | | S | 40 | D | \$ 9.45 | 0 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-------|---|---------------|
| Common Stock | | | | | | | | | By Subsidiary |
| Common Stock | 07/21/2010 | | P | 1,000 | A | \$ 9.8 | 1,000 | I | By Subsidiary |
| Common Stock | 07/21/2010 | | S | 1,000 | D | \$ 9.86 | 0 | I | By Subsidiary |
| Common Stock | 09/09/2010 | | P | 100 | A | \$ 10 | 100 | I | By Subsidiary |
| Common Stock | 09/09/2010 | | S | 100 | D | \$ 10.02 | 0 | I | By Subsidiary |
| Common Stock | 09/14/2010 | | P | 950 | A | \$ 10.04 | 950 | I | By Subsidiary |
| Common Stock | 09/14/2010 | | S | 950 | D | \$ 10.03 | 0 | I | By Subsidiary |
| Common Stock | 09/27/2010 | | P | 3,285 | A | \$ 10.06 | 3,285 | I | By Subsidiary |
| Common Stock | 09/27/2010 | | S | 2,785 | D | \$ 10.04 | 500 | I | By Subsidiary |
| Common Stock | 09/27/2010 | | S | 100 | D | \$ 10.06 | 400 | I | By Subsidiary |
| Common Stock | 09/27/2010 | | S | 400 | D | \$ 10.07 | 0 | I | By Subsidiary |
| Common Stock | 12/20/2010 | | P | 200 | A | \$ 9.88 | 200 | I | By Subsidiary |
| Common Stock | 12/20/2010 | | S | 100 | D | \$ 9.95 | 100 | I | By Subsidiary |
| Common Stock | 12/20/2010 | | S | 100 | D | \$ 9.96 | 0 | I | By Subsidiary |

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.

SEC 1474
(9-02)

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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N. TRYON STREET CHARLOTTE, NC 28255 | | X | | |
| MERRILL LYNCH, PIERCE, FENNER & SMITH INC. 4 WORLD FINANCIAL CENTER NORTH TOWER NEW YORK, NY 10080 | | X | | |

Signatures

| | |
|--|------------|
| Bank of America Corporation, By: /s/ Beth Dorfman, Authorized Signatory | 03/21/2011 |
| **Signature of Reporting Person | Date |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated, By: /s/ Lawrence Emerson, Title: Attorney-In-Fact | 03/21/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

Remarks:

The transactions reported on this Form 4 were effected by Merrill Lynch, Pierce, Fenner & Smith Incorporated, an indirect, wh

Disgorgement of profits, if applicable, based on transactions reported above is being made by the Reporting Persons to the Issu

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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