

COMERICA INC /NEW/  
Form 8-K/A  
July 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 1 to**  
**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2011

**COMERICA INCORPORATED**

(Exact name of registrant as specified in its charter)

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(State or other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

**Comerica Bank Tower**  
**1717 Main Street, MC 6404**  
**Dallas, Texas 75201**  
(Address of principal executive offices) (zip code)

**(214) 462-6831**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Explanatory Note**

This current report on Form 8-K/A amends the Current Report on Form 8-K filed by Comerica Incorporated ( Comerica ) on May 2, 2011 (the Original 8-K ) and updates disclosures made under Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results from Comerica 's 2011 Annual Meeting of Stockholders held on April 26, 2011 ( 2011 Annual Meeting ). The sole purpose of this Amendment is to disclose the decision of the Board of Directors of Comerica (the Board ) regarding how frequently it will conduct non-binding advisory votes on executive compensation. No other changes have been made to the Original 8-K.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

In a non-binding advisory vote regarding the frequency that shareholders are to be presented with advisory proposals approving executive compensation (every one, two or three years) held at the 2011 Annual Meeting, the frequency of one year received the highest number of votes cast out of those shares present and entitled to vote on the matter. Accordingly, in light of this result and consistent with Comerica 's recommendation, the Board has determined that Comerica will hold an advisory vote on executive compensation every year until the next required vote on the frequency of shareholder votes on executive compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMERICA INCORPORATED**

By: /s/ Jon W. Bilstrom  
Name: Jon W. Bilstrom  
Title: Executive Vice President-Governance,  
Regulatory Relations and Legal Affairs,

and Secretary

Date: July 27, 2011