COMERICA INC /NEW/

Form 4 May 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

January 31,

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A	Symbol	•				5. Relationship of Reporting Person(s) to Issuer			
			COMERICA INC /NEW/ [CMA]			IAJ	(Check all applicable)		
(Last)	(First) (N		f Earliest Tr	ansaction					
500 WOOD	WADD AVE 21	`	(Month/Day/Year)				X Director Officer (give		Owner er (specify
FLOOR	WARD AVE., 31	IST 05/16/2	006				below)	below)	r (speen)
	(Street)	4. If Ame	endment, Da	te Origina	1		6. Individual or Jo	oint/Group Filin	g(Check
		Filed(Mo	nth/Day/Year)			Applicable Line)		
DETROIT,	MI 48226						_X_ Form filed by N Form filed by N Person	One Reporting Pe Tore than One Re	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio		_		Securities	Form: Direct	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Mondi/Day/Tear)	(IIIstr. 0)				Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or	ъ.	Transaction(s) (Instr. 3 and 4)		
Common			Code V	Amount	(D)	Price \$,		
Stock	05/16/2006		M	1,500	A	э 29.08	13,732 <u>(1)</u>	D	

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)

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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. Transactic Code (Instr. 8)	Secur Acqu (A) or Dispo	erivative rities ired r osed of 3, 4,			7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V		(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Director Stock Option (right to buy)	\$ 29.08	05/16/2006		M		1,500	05/17/1997	05/17/2006	Common Stock	1,5
Director Stock Option (right to buy)	\$ 40.09						05/16/1998	05/16/2007	Common Stock	1,5
Director Stock Option (right to buy)	\$ 65.13						05/15/1999	05/15/2008	Common Stock	1,5
Director Stock Option (right to buy)	\$ 62.75						05/21/2000	05/21/2009	Common Stock	1,5
Director Stock Option (right to buy)	\$ 44.13						05/19/2001	05/19/2010	Common Stock	2,0
Director Stock Option (right to buy)	\$ 57.15						05/22/2002	05/20/2011	Common Stock	2,5
Director Stock Option (right to buy)	\$ 64.5						05/21/2003	05/21/2012	Common Stock	2,5

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Director Stock Option (right to buy)	\$ 43.63	05/20/2004	05/20/2013	Common Stock	2,5
Director Stock Option (right to buy)	\$ 53.87	05/18/2005	05/18/2014	Common Stock	2,5
Restricted Stock Units	\$ 0 <u>(2)</u>	08/08/1988(3)	08/08/1988(3)	Common Stock	31

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
TAUBMAN ROBERT S 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226	X					

Signatures

/s/ Robert W. Spencer, Jr. on behalf of Robert S. Taubman

an 05/16/2006

**Signature of Reporting Person

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).
- (1) Includes stock units held pursuant to deferred director plans, restricted stock units and shares purchased with reinvested dividends as of May 16, 2006.

Date

- (2) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (3) The restricted stock units vest one year after the date of grant. Vested shares are settled one year after cessation of service on the board. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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