Ogden Thomas D
Form 4
March 09, 2010

# FORM 4

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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
Ogden Thomas D

(Last) (First) (Middle)

COMERICA BANK, 500 WOODWARD AVE., MC 3262

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 35,979 (1) | D | |
| Common Stock | | | | | | | | 3,485 | I | By Spouse |
| Common Stock | | | | | | | | 6 | I | As Custodian of Uniform Gifts to Minors Act (UGMA) account for child |

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

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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 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | $ 41.5 | | | | | | | 01/19/2001 (2) | 03/17/2010 | Common Stock | 8,000 |
| Employee Stock Option (right to buy) | $ 51.43 | | | | | | | 01/21/2002 (2) | 05/02/2011 | Common Stock | 6,600 |
| Employee Stock Option (right to buy) | $ 63.2 | | | | | | | 01/21/2003 (2) | 04/17/2012 | Common Stock | 12,00 |
| Employee Stock Option (right to buy) | $ 40.32 | | | | | | | 01/27/2004 (2) | 04/17/2013 | Common Stock | 11,90 |
| Employee Stock Option (right to buy) | $ 52.5 | | | | | | | 01/26/2005 (2) | 04/16/2014 | Common Stock | 8,500 |
| Employee Stock | $ 54.99 | | | | | | | 01/25/2006 (2) | 04/21/2015 | Common Stock | 12,00 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Option (right to buy) | | | | | | | | |
| Employee Stock Option (right to buy) | $ 56.47 | | | | 01/24/2007 [2] | 02/15/2016 | Common Stock | 10,60 |
| Employee Stock Option (right to buy) | $ 58.98 | | | | 01/23/2008 [2] | 01/23/2017 | Common Stock | 12,00 |
| Employee Stock Option (right to buy) | $ 37.45 | | | | 01/22/2009 [2] | 01/22/2018 | Common Stock | 20,00 |
| Employee Stock Option (right to buy) | $ 17.32 | | | | 01/27/2010 [2] | 01/27/2019 | Common Stock | 20,70 |
| Phantom Stock Units [3] | [4] | 03/05/2010 | A | 293 | 02/05/2011 [5] | 02/05/2011 [5] | Common Stock | 293 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Ogden Thomas D<br>COMERICA BANK<br>500 WOODWARD AVE., MC 3262<br>DETROIT, MI 48226 | | | Executive Vice President | |

# Signatures

| | |
|---|---|
| /s/ Nicole V. Gersch, on behalf of Thomas D. Ogden | 03/09/2010 |
| **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).

**(1)** Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of March 5, 2010.

**(2)** The options vest in four equal annual installments beginning on the date indicated in this column.

**(3)** The phantom stock units represent a portion of the reporting person's base salary.

**(4)** Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.

**(5)** Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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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