

COMERICA INC /NEW/
Form 4
January 29, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BABB RALPH W JR

(Last) (First) (Middle)

**COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6400**

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	01/27/2015		A	(A) or (D) Price	12,760 (1) \$ 0 591,613 (2)	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 54.99							01/25/2006 ⁽³⁾	04/21/2015	Common Stock	175,
Employee Stock Option (right to buy)	\$ 56.47							01/24/2007 ⁽³⁾	02/15/2016	Common Stock	100,
Employee Stock Option (right to buy)	\$ 58.98							01/23/2008 ⁽³⁾	01/23/2017	Common Stock	100,
Employee Stock Option (right to buy)	\$ 37.45							01/22/2009 ⁽³⁾	01/22/2018	Common Stock	100,
Employee Stock Option (right to buy)	\$ 17.32							01/27/2010 ⁽³⁾	01/27/2019	Common Stock	83,6
Employee Stock Option (right to buy)	\$ 39.16							07/27/2011 ⁽³⁾	07/27/2020	Common Stock	61,5
Employee Stock Option (right to buy)	\$ 39.1							01/25/2012 ⁽³⁾	01/25/2021	Common Stock	115,
Employee Stock	\$ 29.6							01/24/2013 ⁽³⁾	01/24/2022	Common Stock	121,

Option
(right to
buy)

Employee
Stock

Option \$ 33.79
(right to
buy)

01/22/2014⁽³⁾ 01/22/2023

Common
Stock

34,7

Employee
Stock

Option \$ 49.51
(right to
buy)

01/21/2015⁽³⁾ 01/21/2024

Common
Stock

27,8

Employee
Stock

Option \$ 42.32 01/27/2015
(right to
buy)

A 31,495

01/27/2016⁽³⁾ 01/27/2025

Common
Stock

31,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR COMERICA INCORPORATED 1717 MAIN STREET, MC 6400 DALLAS, TX 75201	X		Chairman, President & CEO	

Signatures

/s/ Jennifer S. Perry, on behalf of Ralph W. Babb, Jr. through Power of Attorney

01/29/2015

____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) Shares of restricted stock awarded under Issuer's Long-Term Incentive Plan.

(2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 27, 2015.

(3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

Remarks:

EXHIBIT 24 - POWER OF ATTORNEY FOR RALPH W. BABB, JR.

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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