

Carr Muneera S
Form 4
January 25, 2018

FORM 4

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

OMB APPROVAL

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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 *
Carr Muneera S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/23/2018		A		2,100 <u>(1)</u>	A	\$ 0 17,555 <u>(2)</u> D
Common Stock	01/24/2018		M		462	A	\$ 49.51 18,017 <u>(3)</u> D
Common Stock	01/24/2018		F ⁽⁴⁾		306	D	\$ 95.53 17,711 <u>(3)</u> D
Common Stock	01/24/2018		M		338	A	\$ 67.66 18,049 <u>(3)</u> D
Common Stock	01/24/2018		F ⁽⁴⁾		269	D	\$ 95.53 17,780 <u>(3)</u> D

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 49.51	01/24/2018		M	462	01/21/2015 ⁽⁵⁾ 01/21/2024	Common Stock	462	
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽⁵⁾ 01/27/2025	Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 32.97					01/26/2017 ⁽⁵⁾ 01/26/2026	Common Stock	1,800	
Employee Stock Option (right to buy)	\$ 67.66	01/24/2018		M	338	01/24/2018 ⁽⁵⁾ 01/24/2027	Common Stock	338	
Employee Stock Option (right to buy)	\$ 95.25	01/23/2018		A	2,630	01/23/2019 ⁽⁵⁾ 01/23/2028	Common Stock	2,630	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carr Muneera S COMERICA INCORPORATED 1717 MAIN STREET, MC 6500 DALLAS, TX 75201			EVP & Chief Financial Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Muneera S. Carr through Power of Attorney	01/25/2018
**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) Restricted stock units awarded under Issuer's Long-Term Incentive Plan.
- (2) Includes shares acquired through employee stock plans as of January 23, 2018.
- (3) Includes shares acquired through employee stock plans as of January 24, 2018.
- (4) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (5) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

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.