BILSTROM JON W

Form 4

November 02, 2010

DALLAS, TX 75201

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BILSTROM JON W** Issuer Symbol COMERICA INC /NEW/ [CMA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify **COMERICA** 10/29/2010 below) INCORPORATED, 1717 MAIN **EVP & Secretary** STREET, MC 6404 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock					81,145 (1)	D	
Common Stock					1,500	I	by Jon W. Bilstrom Agency
Common Stock					2,000	I	by Kathy Keeler Bilstrom Trust Agency

OMB APPROVAL

X Form filed by One Reporting Person Form filed by More than One Reporting

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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. Transacti Code (Instr. 8)	onof Deriv	rative rities ired rosed) . 3, 4,	6. Date Exercisab Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Stock Option (right to buy)	\$ 44.91						01/02/2004(2)	01/02/2013	Common Stock	20,00
Employee Stock Option (right to buy)	\$ 52.5						01/26/2005(2)	04/16/2014	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 54.99						01/25/2006(2)	04/21/2015	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007(2)	02/15/2016	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 58.98						01/23/2008(2)	01/23/2017	Common Stock	25,00
Employee Stock	\$ 37.45						01/22/2009(2)	01/22/2018	Common Stock	25,00

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(2)	01/27/2019	Common Stock	20,30
Phantom Stock Units (3)	<u>(4)</u>	10/29/2010	A	415	02/05/2011(5)	02/05/2011(5)	Common Stock	415
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011(2)	07/27/2020	Common Stock	18,50

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
BILSTROM JON W							
COMERICA INCORPORATED			EVD & Constant				
1717 MAIN STREET, MC 6404		EVP & Secretary					
DALLAS, TX 75201							

Signatures

/s/ Jennifer S. Perry, on behalf of Jon W. Bilstrom through Power of Attorney 11/02/2010

**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 October 29, 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. 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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