#### **FULTON J MICHAEL**

Form 4

January 11, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

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 Address of Reporting Person \* **FULTON J MICHAEL** 

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/07/2011

Director 10% Owner

(Check all applicable)

Other (specify

Indirect

Beneficial

Ownership

(Instr. 4)

**COMERICA** 

INCORPORATED, 333 W. SANTA

CLARA, MC 4805

below) **Executive Vice President** 

X\_ Officer (give title

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN JOSE, CA 95113

(City) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Common

Stock

(Instr. 3)

Code V Amount (D) Price

(A)

or

78,183 (1) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: FULTON J MICHAEL - Form 4

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)	onof Derivative	6. Date Exercisable Date (Month/Day/Year	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Stock Option (right to buy)	\$ 51.43					01/23/2002(2)	05/02/2011	Common Stock	16,20
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(2)	04/17/2012	Common Stock	25,80
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(2)	04/17/2013	Common Stock	24,70
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	40,00
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006(2)	04/21/2015	Common Stock	40,00
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007(2)	02/15/2016	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008(2)	01/23/2017	Common Stock	32,00

#### Edgar Filing: FULTON J MICHAEL - Form 4

Employee Stock Option (right to buy)	\$ 37.45				01/22/2009(2)	01/22/2018	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(2)	01/27/2019	Common Stock	15,70
Phantom Stock Units (3)	<u>(4)</u>	01/07/2011	A	377	02/05/2011(5)	02/05/2011(5)	Common Stock	377
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

Director 10% Owner Officer Other

FULTON J MICHAEL COMERICA INCORPORATED 333 W. SANTA CLARA, MC 4805 SAN JOSE, CA 95113

**Executive Vice President** 

### **Signatures**

/s/ Jennifer S. Perry, on behalf of J. Michael Fulton through Power of
Attorney

01/11/2011

\*\*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 January 7, 2011.
- (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.

Reporting Owners 3