

GUMMER CHARLES L
Form 4
February 08, 2011

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 *
GUMMER CHARLES L

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2011

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

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6507

(Street)

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

DALLAS, TX 75201

(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 | (A) or (D) | Price |
| Common Stock | 02/05/2011 | | M | | 9,253 | A | Ⓣ |
| Common Stock | 02/05/2011 | | D | | 9,253 | D | \$ 38.6 |
| Common Stock | | | | | 1,500 | I | By Spouse |

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

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SEC 1474
(9-02)

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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | 01/22/2002 ⁽³⁾ 05/02/2011 | Common Stock 15, |
| Employee Stock Option (right to buy) | \$ 63.2 | | | | | 01/21/2003 ⁽³⁾ 04/17/2012 | Common Stock 24, |
| Employee Stock Option (right to buy) | \$ 40.32 | | | | | 01/27/2004 ⁽³⁾ 04/17/2013 | Common Stock 24, |
| Employee Stock Option (right to buy) | \$ 52.5 | | | | | 01/26/2005 ⁽³⁾ 04/16/2014 | Common Stock 25, |
| Employee Stock Option (right to buy) | \$ 54.99 | | | | | 01/25/2006 ⁽³⁾ 04/21/2015 | Common Stock 25, |
| Employee Stock Option (right to buy) | \$ 56.47 | | | | | 01/24/2007 ⁽³⁾ 02/15/2016 | Common Stock 20, |

| | | | | | | | | |
|--|----------------|------------|---|-------|---------------------------|---------------------------|-----------------|-----|
| Employee Stock Option (right to buy) | \$ 58.98 | | | | 01/23/2008 ⁽³⁾ | 01/23/2017 | Common Stock | 25, |
| Employee Stock Option (right to buy) | \$ 37.45 | | | | 01/22/2009 ⁽³⁾ | 01/22/2018 | Common Stock | 25, |
| Employee Stock Option (right to buy) | \$ 17.32 | | | | 01/27/2010 ⁽³⁾ | 01/27/2019 | Common Stock | 23, |
| Phantom Stock Units ⁽⁴⁾ | ⁽¹⁾ | 02/05/2011 | M | 9,253 | 02/05/2011 ⁽⁵⁾ | 02/05/2011 ⁽⁵⁾ | Common Stock | 9,2 |
| Employee Stock Option (right to buy) | \$ 39.16 | | | | 07/27/2011 ⁽³⁾ | 07/27/2020 | Common Stock | 18, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUMMER CHARLES L COMERICA INCORPORATED 1717 MAIN STREET, MC 6507 DALLAS, TX 75201 | | | Executive Vice President | |

Signatures

/s/ Jennifer S. Perry, on behalf of Charles L. Gummer through Power of Attorney 02/08/2011

**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) Each share of phantom stock was the economic equivalent of one share of Comerica Incorporated common stock. The shares of phantom stock were settled for cash.
- (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 February 4, 2011.
- (3) The options vest in four equal annual installments beginning on the date indicated on this column.

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