

COMERICA INC /NEW/  
Form 4  
March 05, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RITCHIE MICHAEL T

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)  
411 WEST LAFAYETTE, MC-3247  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2014

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Executive Vice President

DETROIT, MI 48226

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/03/2014		M	4,150 A \$ 37.45	23,371 <sup>(1)</sup>	D	
Common Stock	03/03/2014		F <sup>(2)</sup>	3,548 D \$ 47.54	19,873 <sup>(1)</sup>	D	
Common Stock	03/04/2014		S	602 D \$ 48.465	19,221 <sup>(3)</sup>	D	

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 52.5					04/16/2005 <sup>(4)</sup> 04/16/2014	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 54.99					04/21/2006 <sup>(4)</sup> 04/21/2015	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 56.47					02/15/2007 <sup>(4)</sup> 02/15/2016	Common Stock	3,800
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(4)</sup> 01/23/2017	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 37.45	03/03/2014		M	4,150	01/22/2009 <sup>(4)</sup> 01/22/2018	Common Stock	4,150
Employee Stock Option (right to buy)	\$ 34.78					01/26/2011 <sup>(4)</sup> 01/26/2020	Common Stock	12,000
	\$ 39.1					01/25/2012 <sup>(4)</sup> 01/25/2021		10,800

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 29.6	01/24/2013 <sup>(4)</sup>	01/24/2022	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 33.79	01/22/2014 <sup>(4)</sup>	01/22/2023	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 49.51	01/21/2015 <sup>(4)</sup>	01/21/2024	Common Stock	2,592

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226			Executive Vice President	

## Signatures

/s/ Jennifer S. Perry on behalf of Michael T. Ritchie through Power of Attorney 03/05/2014

\*\*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 March 3, 2014.
  - (2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
  - (3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of March 4, 2014.
  - (4) The options vest in four equal annual installments 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.