

COMERICA INC /NEW/
Form 4
November 18, 2016

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 *
Duprey David E

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 3145

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

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

11/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/17/2016		M	18,800 A \$ 58.98	110,613 ⁽²⁾	D	
Common Stock	11/17/2016		F ⁽¹⁾	18,535 D \$ 60.57	92,078 ⁽²⁾	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)

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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)	\$ 58.98	11/17/2016		M	18,800	01/23/2008 ⁽³⁾ 01/23/2017	Common Stock	18,800	
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 ⁽³⁾ 07/27/2020	Common Stock	18,500	
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽³⁾ 01/25/2021	Common Stock	18,500	
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽³⁾ 01/24/2022	Common Stock	17,500	
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽³⁾ 01/22/2023	Common Stock	4,500	
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽³⁾ 01/21/2024	Common Stock	4,000	
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽³⁾ 01/27/2025	Common Stock	4,680	

buy)

Employee
Stock

Option \$ 32.97

(right to
buy)

01/26/2017⁽³⁾ 01/26/2026

Common
Stock

5,37

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duprey David E COMERICA INCORPORATED 1717 MAIN STREET, MC 3145 DALLAS, TX 75201			EVP and CFO	

Signatures

/s/ Nicole V. Gersch, on behalf of David E. Duprey through Power of Attorney

11/18/2016

__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) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (2) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of November 17, 2016.
- (3) 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.

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