

COMERICA INC /NEW/
Form 4
November 22, 2016

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 *
Love Judith S

(Last) (First) (Middle)

333 W. SANTA CLARA, MC 4805

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2016

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)

Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2016		M		4,600	A	\$ 58.98
Common Stock	11/18/2016		F ⁽¹⁾		4,504	D	\$ 61.04
							25,805 ⁽²⁾
							21,301 ⁽²⁾

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 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)	\$ 58.98	11/18/2016		M	4,600	01/23/2008 ⁽³⁾ 01/23/2017	Common Stock	4,600
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 ⁽³⁾ 01/22/2018	Common Stock	5,400
Employee Stock Option (right to buy)	\$ 34.78					01/26/2011 ⁽³⁾ 01/26/2020	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽³⁾ 01/25/2021	Common Stock	19,500
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽³⁾ 01/24/2022	Common Stock	14,000
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽³⁾ 01/22/2023	Common Stock	7,000
Employee Stock Option	\$ 49.51					01/21/2015 ⁽³⁾ 01/21/2024	Common Stock	2,863

(right to buy)

Employee Stock

Option \$ 42.32

(right to buy)

01/27/2016⁽³⁾ 01/27/2025

Common Stock

3,335

Employee Stock

Option \$ 32.97

(right to buy)

01/26/2017⁽³⁾ 01/26/2026

Common Stock

4,520

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Love Judith S 333 W. SANTA CLARA, MC 4805 SAN JOSE, CA 95113			Executive Vice President	

Signatures

/s/ Nicole V. Gersch, on behalf of Judith S. Love through Power of Attorney

11/22/2016

__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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of November 18, 2016.
- (3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

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