

Burkhart Megan D
 Form 4
 January 29, 2018

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 *
 Burkhart Megan D

(Last) (First) (Middle)
 1717 MAIN STREET, MC 6515
 (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)
 01/25/2018

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 - Chief HR Officer

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	01/25/2018		M		3,000 A \$ 33.79	29,104 ⁽¹⁾	D
Common Stock	01/25/2018		S		200 D \$ 94.79	28,904 ⁽¹⁾	D
Common Stock	01/25/2018		S		400 D \$ 94.8	28,504 ⁽¹⁾	D
Common Stock	01/25/2018		S		100 D \$ 94.801	28,404 ⁽¹⁾	D
Common Stock	01/25/2018		S		2,300 D \$ 94.806	26,104 ⁽¹⁾	D

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

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(9-02)

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
Employee Stock Option (right to buy)	\$ 33.79	01/25/2018		M	3,000	01/22/2014 ⁽²⁾ 01/22/2023	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 49.51					01/24/2015 ⁽²⁾ 01/21/2024	Common Stock	2,786
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽²⁾ 01/27/2025	Common Stock	3,325
Employee Stock Option (right to buy)	\$ 32.97					01/26/2017 ⁽²⁾ 01/26/2026	Common Stock	3,815
Employee Stock Option (right to buy)	\$ 67.66					01/24/2018 ⁽²⁾ 01/24/2027	Common Stock	2,050
Employee Stock	\$ 95.25					01/23/2019 ⁽²⁾ 01/23/2028	Common Stock	1,615

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201			EVP - Chief HR Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney

01/29/2018

__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, restricted stock units and shares purchased with reinvested dividends as of January 25, 2018.
- (2) 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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