

COMERICA INC /NEW/
Form 4
July 22, 2013

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)
07/18/2013

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 General Auditor

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 07/18/2013 | | M | | 17,000 | A | \$ 17.32 | 105,993 ⁽¹⁾ | D |
| Common Stock | 07/18/2013 | | F | | 11,212 | D | \$ 42.15 | 94,781 ⁽¹⁾ | D |
| Common Stock | 07/18/2013 | | M | | 20,000 | A | \$ 37.45 | 114,781 ⁽¹⁾ | D |
| Common Stock | 07/18/2013 | | F | | 18,475 | D | \$ 42.15 | 96,306 ⁽¹⁾ | D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 57.97 | | | | | 03/31/2007 ⁽²⁾ 03/31/2016 | Common Stock 10,000 |
| Employee Stock Option (right to buy) | \$ 58.98 | | | | | 01/23/2008 ⁽²⁾ 01/23/2017 | Common Stock 18,800 |
| Employee Stock Option (right to buy) | \$ 37.45 | 07/18/2013 | | M | 20,000 | 01/22/2009 ⁽²⁾ 01/22/2018 | Common Stock 20,000 |
| Employee Stock Option (right to buy) | \$ 17.32 | 07/18/2013 | | M | 17,000 | 01/27/2010 ⁽²⁾ 01/27/2019 | Common Stock 17,000 |
| Employee Stock Option (right to buy) | \$ 39.16 | | | | | 07/27/2011 ⁽²⁾ 07/27/2020 | Common Stock 18,500 |
| Employee Stock Option (right to buy) | \$ 39.1 | | | | | 01/25/2012 ⁽²⁾ 01/25/2021 | Common Stock 18,500 |

buy)

Employee
Stock

Option \$ 29.6
(right to
buy)

01/24/2013⁽²⁾ 01/24/2022

Common
Stock 17,5

Employee
Stock

Option \$ 33.79
(right to
buy)

01/22/2014⁽²⁾ 01/22/2023

Common
Stock 4,50

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 General Auditor | |

Signatures

/s/ Jennifer S. Perry, on behalf of David E. Duprey through Power of Attorney

07/22/2013

__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 and shares purchased with reinvested dividends as of July 18, 2013.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Exhibit 24 - Power of Attorney for David E. Duprey

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.