

COMERICA INC /NEW/
Form 4
January 29, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAUBION J PATRICK

(Last) (First) (Middle)

**COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6507**

(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)

01/27/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/27/2015		E	(A) or (D) A	1,440 (1) \$ 0 45,687 (2)	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 54.99							01/25/2006 ⁽³⁾	04/21/2015	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 56.47							01/24/2007 ⁽³⁾	02/15/2016	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 58.98							01/23/2008 ⁽³⁾	01/23/2017	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 37.45							01/22/2009 ⁽³⁾	01/22/2018	Common Stock	5,300
Employee Stock Option (right to buy)	\$ 34.78							01/26/2011 ⁽³⁾	01/26/2020	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 39.1							01/25/2012 ⁽³⁾	01/25/2021	Common Stock	16,400
Employee Stock Option (right to buy)	\$ 29.6							01/24/2013 ⁽³⁾	01/24/2022	Common Stock	14,500

Employee Stock Option (right to buy)	\$ 33.79				01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,370
Employee Stock Option (right to buy)	\$ 49.51				01/21/2015 ⁽³⁾	01/21/2024	Common Stock	3,018
Employee Stock Option (right to buy)	\$ 42.32	01/27/2015	A	3,555	01/27/2016 ⁽³⁾	01/27/2025	Common Stock	3,555

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAUBION J PATRICK COMERICA INCORPORATED 1717 MAIN STREET, MC 6507 DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Pat Faubion through Power of Attorney

01/29/2015

__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 of restricted stock awarded under Issuer's Long-Term Incentive Plan.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of January 27, 2015.
- (3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

Remarks:

EXHIBIT 24 - POWER OF ATTORNEY FOR PAT FAUBION

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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