COMERICA INC /NEW/
Form 4
May 09, 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 *
PARKHILL KAREN L

(Last) (First) (Middle)

1717 MAIN STREET, MC-6402

(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)
05/05/2016

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 below) _____ Other (specify below)
Vice Chairman

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2016		M		60,000	A	$ 25.59	142,878 (1)	D	
Common Stock	05/05/2016		J(2)		46,251	D	$ 42.28	96,627 (1)	D	
Common Stock	05/05/2016		M		21,000	A	$ 29.6	117,627 (1)	D	
Common Stock	05/05/2016		F(2)		17,345	D	$ 42.28	100,282 (1)	D	
Common Stock	05/05/2016		M		4,125	A	$ 33.79	104,407 (1)	D	

Common Stock	05/05/2016		F[2]		3,645	D	$ 42.28	100,762 [1]	D

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

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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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 25.59	05/05/2016		M			60,000	08/31/2012 [3]	08/31/2021	Common Stock	60,0
Employee Stock Option (right to buy)	$ 29.6	05/05/2016		M			21,000	01/24/2013 [3]	01/24/2022	Common Stock	21,0
Employee Stock Option (right to buy)	$ 33.79	05/05/2016		M			4,125	01/22/2014 [3]	01/22/2023	Common Stock	4,12
Employee Stock Option (right to buy)	$ 49.51							01/21/2015 [3]	01/21/2024	Common Stock	6,38
Employee Stock Option (right to buy)	$ 42.32							01/27/2016 [3]	01/27/2025	Common Stock	7,22

Employee Stock Option (right to buy	$ 32.97		01/26/2017 (3)	01/26/2026	Common Stock	8,28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKHILL KAREN L 1717 MAIN STREET, MC-6402 DALLAS, TX 75201			Vice Chairman	

Signatures

/s/ Jennifer S. Perry, on behalf of Karen L. Parkhill through Power of Attorney	05/09/2016
**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) Includes shares acquired through employee stock plans and restricted stock units as of May 5, 2016.

(2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.

(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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