

COMERICA INC /NEW/
Form 4
February 25, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carr Muneera S

(Last) (First) (Middle)

**COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6500**

(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)

02/23/2016

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)
EVP & Chief Accounting Officer

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. 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	02/23/2016		A		627 ⁽¹⁾	A \$ 0	13,021 ⁽²⁾ D

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

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information contained in this form are not
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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)		8. D S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 37.26					03/15/2011 ⁽³⁾	03/15/2020	Common Stock	2,500	
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽³⁾	01/25/2021	Common Stock	6,500	
Common Stock Warrants (right to buy)	\$ 29.4					08/05/2011	11/14/2018	Common Stock	1,000	
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽³⁾	01/24/2022	Common Stock	5,800	
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽³⁾	01/22/2023	Common Stock	1,500	
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽³⁾	01/21/2024	Common Stock	1,845	
Employee Stock Option	\$ 42.32					01/27/2016 ⁽³⁾	01/27/2025	Common Stock	2,130	

(right to
buy)

Employee

Stock

Option \$ 32.97

(right to
buy)01/26/2017⁽³⁾ 01/26/2026 Common
Stock 2,490

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carr Muneera S COMERICA INCORPORATED 1717 MAIN STREET, MC 6500 DALLAS, TX 75201	EVP & Chief Accounting Officer

Signatures

/s/ Jennifer S. Perry on behalf of Muneera S. Carr through Power of
Attorney

02/25/2016

**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).

On January 22, 2013, a "target" award of 4,180 performance restricted stock units (PRSUs) was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The PRSUs are settled in stock, with accrued dividend equivalents paid out annually in cash, and vest in one installment at the end of a 3-year performance period. If, during any year in such performance period, Comerica falls below the Tier 1 Capital Threshold defined by the Federal Reserve for well capitalized banks, 15% of the target award will be

(1) forfeited, with a maximum reduction of 45%. Previously, Comerica's Governance, Compensation and Nominating Committee certified that performance was achieved for the 2013 and 2014 fiscal years. On February 23, 2016 the Committee certified that performance was achieved for the 2015 fiscal year. The number of PRSUs reported in this Form 4 represents the additional portion of the award that is not subject to reduction due to the achievement of the 2015 performance results.

(2) Includes shares acquired through employee stock plans as of February 23, 2016.

(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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