

MICHALAK MICHAEL H  
Form 4  
January 25, 2018

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MICHALAK MICHAEL H

(Last) (First) (Middle)

1717 MAIN STREET, MC 6406

(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)  
01/23/2018

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 Risk 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. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2018		A	(A) or (D) Amount 1,690 (1)	\$ 0 37,030 (2)	D	
Common Stock	01/24/2018		M	15,000 A	\$ 34.78 52,030 (3)	D	
Common Stock	01/24/2018		F(4)	8,232 D	\$ 95.53 43,798 (3)	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**

SEC 1474  
(9-02)

number.

**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 34.78	01/24/2018		M	15,000	01/26/2011 <sup>(5)</sup> 01/26/2020	Common Stock
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(5)</sup> 01/25/2021	Common Stock
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 <sup>(5)</sup> 01/24/2022	Common Stock
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(5)</sup> 01/22/2023	Common Stock
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 <sup>(5)</sup> 01/21/2024	Common Stock
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 <sup>(5)</sup> 01/27/2025	Common Stock
Employee Stock Option (right to	\$ 32.97					01/26/2017 <sup>(5)</sup> 01/26/2026	Common Stock

buy)

Employee

Stock

Option \$ 67.66

(right to

buy)

01/24/2018<sup>(5)</sup> 01/24/2027Common  
Stock

Employee

Stock

Option \$ 95.25 01/23/2018

A 2,115

01/23/2019<sup>(5)</sup> 01/23/2028Common  
Stock

(right to

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
MICHALAK MICHAEL H 1717 MAIN STREET MC 6406 DALLAS, TX 75201	EVP - Chief Risk Officer

## Signatures

/s/ Jennifer S. Perry, on behalf of Michael H. Michalak through Power of Attorney

01/25/2018

\_\_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) Restricted stock units 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 compensation plan as of January 23, 2018.

(3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 24, 2018.

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

(5) 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.

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.