

COMERICA INC /NEW/
Form 4
January 26, 2017

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 *
Guilfoile Peter William

(Last) (First) (Middle)
1717 MAIN STREET
(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)
01/24/2017

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)
Executive Vice President

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 Ownership (Instr. 4)
Common Stock	01/24/2017		F	V Amount (A) or (D) Price 256 D \$ 67.66	15,321 ⁽¹⁾	D	
Common Stock	01/24/2017		A	840 ⁽²⁾ A \$ 0	16,161 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 39.16					07/27/2011 ⁽³⁾	07/27/2020	Common Stock	625
Employee Stock Option (Right to Buy)	\$ 39.1					01/25/2012 ⁽³⁾	01/25/2021	Common Stock	1,225
Employee Stock Option (Right to Buy)	\$ 29.6					01/24/2013 ⁽³⁾	01/24/2022	Common Stock	2,750
Employee Stock Option (Right to Buy)	\$ 33.79					01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 49.51					01/21/2015 ⁽³⁾	01/21/2024	Common Stock	1,578
Employee Stock Option (Right to Buy)	\$ 42.32					01/27/2016 ⁽³⁾	01/27/2025	Common Stock	2,270
Employee Stock	\$ 32.97					01/26/2017 ⁽³⁾	01/26/2026	Common Stock	3,515

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 67.66	01/24/2017		A	1,925	01/24/2018 ⁽³⁾	01/24/2027	Common Stock	1,925
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guilfoile Peter William 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Peter W. Guilfoile through Power of Attorney 01/26/2017

__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 January 24, 2017.
 - (2) Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.
 - (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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