

COMERICA INC /NEW/
Form 4
January 26, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Moore Christine M

(Last) (First) (Middle)

COMERICA
INCORPORATED, 411 WEST
LAFAYETTE, MC 3387

(Street)

DETROIT, MI 48226

(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
X Officer (give title below) ___ Other (specify below)

EVP and General Auditor

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/24/2017 | | F | | 285 D \$ 67.66 | | D |
| Common Stock | 01/24/2017 | | A | | 445 (2) A \$ 0 | | 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) | \$ 17.32 | | | | | 01/27/2010 ⁽³⁾ | 01/27/2019 | Common Stock | 3,200 |
| Employee Stock Option (right to buy) | \$ 34.78 | | | | | 01/26/2011 ⁽³⁾ | 01/26/2020 | Common Stock | 4,800 |
| Employee Stock Option (right to buy) | \$ 39.1 | | | | | 01/25/2012 ⁽³⁾ | 01/25/2021 | Common Stock | 3,200 |
| Employee Stock Option (right to buy) | \$ 29.6 | | | | | 01/24/2013 ⁽³⁾ | 01/24/2022 | Common Stock | 3,000 |
| Employee Stock Option (right to buy) | \$ 33.79 | | | | | 01/22/2014 ⁽³⁾ | 01/22/2023 | Common Stock | 2,750 |
| Employee Stock Option (right to buy) | \$ 49.51 | | | | | 01/21/2015 ⁽³⁾ | 01/21/2024 | Common Stock | 2,205 |
| Employee Stock | \$ 42.32 | | | | | 01/27/2016 ⁽³⁾ | 01/27/2025 | Common Stock | 2,545 |

Option
(right to
buy)

Employee
Stock

Option \$ 32.97
(right to
buy)

01/26/2017⁽³⁾ 01/26/2026

Common
Stock 1,845

Employee
Stock

Option \$ 67.66 01/24/2017
(right to
buy)

A 1,010

01/24/2018⁽³⁾ 01/24/2027

Common
Stock 1,010

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Moore Christine M COMERICA INCORPORATED 411 WEST LAFAYETTE, MC 3387 DETROIT, MI 48226 | | | EVP and General Auditor | |

Signatures

/s/ Jennifer S. Perry, on behalf of Christine M. Moore 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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan 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. 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.