

COMERICA INC /NEW/  
Form 4  
February 01, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Duprey David E

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 3145

(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)  
01/30/2017

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)  
EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/30/2017		M		18,500 A \$ 39.16	105,754 <sup>(1)</sup>	D
Common Stock	01/30/2017		S		18,500 D \$ 67.96 <sup>(2)</sup>	87,254 <sup>(1)</sup>	D
Common Stock	01/30/2017		M		18,500 A \$ 39.1	105,754 <sup>(1)</sup>	D
Common Stock	01/30/2017		S		18,500 D \$ 67.96 <sup>(3)</sup>	87,254 <sup>(1)</sup>	D
	01/31/2017		M		17,500 A \$ 29.6	104,754 <sup>(4)</sup>	D

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Common  
Stock

Common Stock	01/31/2017	S	17,500	D	\$ 67.567 <u>(5)</u>	87,254 <u>(4)</u>	D
Common Stock	01/31/2017	M	4,500	A	\$ 33.79	91,754 <u>(4)</u>	D
Common Stock	01/31/2017	S	4,500	D	\$ 67.579	87,254 <u>(4)</u>	D

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

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(9-02)

**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 Security (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	01/30/2017		M	18,500	07/27/2011 <sup>(6)</sup> 07/27/2020	Common Stock	18,500	
Employee Stock Option (right to buy)	\$ 39.1	01/30/2017		M	18,500	01/25/2012 <sup>(6)</sup> 01/25/2021	Common Stock	18,500	
Employee Stock Option (right to buy)	\$ 29.6	01/31/2017		M	17,500	01/24/2013 <sup>(6)</sup> 01/24/2022	Common Stock	17,500	
Employee Stock Option	\$ 33.79	01/31/2017		M	4,500	01/22/2014 <sup>(6)</sup> 01/22/2023	Common Stock	4,500	

Option  
(right to  
buy)

Employee  
Stock

Option \$ 49.51  
(right to  
buy)

01/21/2015<sup>(6)</sup> 01/21/2024

Common  
Stock

4,05

Employee  
Stock

Option \$ 42.32  
(right to  
buy)

01/27/2016<sup>(6)</sup> 01/27/2025

Common  
Stock

4,68

Employee  
Stock

Option \$ 32.97  
(right to  
buy)

01/26/2017<sup>(6)</sup> 01/26/2026

Common  
Stock

5,37

Employee  
Stock

Option \$ 67.66  
(right to  
buy)

01/24/2018<sup>(6)</sup> 01/24/2027

Common  
Stock

4,17

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duprey David E COMERICA INCORPORATED 1717 MAIN STREET, MC 3145 DALLAS, TX 75201			EVP and CFO	

## Signatures

/s/ Jennifer S. Perry, on behalf of David E. Duprey through Power of Attorney

02/01/2017

\*\*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 30, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.81

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (5) to this Form 4.

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- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.81 to \$68.14, inclusive.
- (4) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 31, 2017.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.55 to \$67.65, inclusive.
- (6) 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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