

FULTON J MICHAEL
 Form 4
 January 30, 2013

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 *
FULTON J MICHAEL

(Last) (First) (Middle)

COMERICA INCORPORATED, 333 W. SANTA CLARA, MC 4805

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/28/2013		S		100	D	\$ 33.87 83,188 ⁽¹⁾
Common Stock	01/28/2013		S		900	D	\$ 33.871 82,288
Common Stock	01/28/2013		S		4,856	D	\$ 33.872 77,432
Common Stock	01/28/2013		S		300	D	\$ 33.873 77,132
Common Stock	01/28/2013		M		15,700	A	\$ 17.32 92,832 ⁽¹⁾

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Common Stock	01/28/2013	F ⁽²⁾	10,913	D	\$ 33.86	81,919 ⁽¹⁾	D
Common Stock	01/29/2013	S	2,287	D	\$ 33.861	79,632 ⁽³⁾	D
Common Stock	01/29/2013	S	500	D	\$ 33.862	79,132 ⁽³⁾	D
Common Stock	01/29/2013	S	1,500	D	\$ 33.863	77,632 ⁽³⁾	D
Common Stock	01/29/2013	S	500	D	\$ 33.865	77,132 ⁽³⁾	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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 ⁽⁴⁾	04/17/2013	Common Stock	24,700
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 ⁽⁴⁾	04/16/2014	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 ⁽⁴⁾	04/21/2015	Common Stock	40,000
	\$ 56.47					01/24/2007 ⁽⁴⁾	02/15/2016		32,000

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽⁴⁾	01/23/2017	Common Stock	32,0
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 ⁽⁴⁾	01/22/2018	Common Stock	32,0
Employee Stock Option (right to buy)	\$ 17.32	01/28/2013		M	15,700	01/27/2010 ⁽⁴⁾	01/27/2019	Common Stock	15,7
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 ⁽⁴⁾	07/27/2020	Common Stock	18,5
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽⁴⁾	01/25/2021	Common Stock	20,0
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽⁴⁾	01/24/2022	Common Stock	14,0
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽⁴⁾	01/22/2023	Common Stock	4,83

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FULTON J MICHAEL
COMERICA INCORPORATED
333 W. SANTA CLARA, MC 4805
SAN JOSE, CA 95113

Executive Vice President

Signatures

/s/ Nicole V. Gersch, on behalf of J. Michael Fulton through Power of
Attorney

01/30/2013

__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 28, 2013.
- (2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (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 29, 2013.
- (4) The options vest in four equal annual installments 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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