

COMERICA INC /NEW/  
Form 4  
February 06, 2014

**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 \*  
Killian John M

(Last) (First) (Middle)  
1717 MAIN STREET, MC 6405  
(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)  
02/04/2014

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 - Chief Credit Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 02/04/2014                           |  | S                              |   | 300   | D  | \$ 44.54 44,717 <sup>(2)</sup>    |
| Common Stock                    | 02/04/2014                           |  | S                              |   | 2,200   | D  | \$ 44.545 42,517 <sup>(2)</sup>   |
| Common Stock                    | 02/04/2014                           |  | S                              |   | 300   | D  | \$ 44.547 42,217 <sup>(2)</sup>   |
| Common Stock                    | 02/04/2014                           |  | S                              |   | 200   | D  | \$ 44.549 42,017 <sup>(2)</sup>   |
| Common Stock                    | 02/04/2014                           |  | S                              |   | 559   | D  | \$ 44.55 41,458 <sup>(2)</sup>    |

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|              |            |                  |        |   |           |                   |   |
|--------------|------------|------------------|--------|---|-----------|-------------------|---|
| Common Stock | 02/04/2014 | S                | 1,000  | D | \$ 44.555 | 40,458 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 100    | D | \$ 44.557 | 40,358 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 300    | D | \$ 44.558 | 40,058 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 2,700  | D | \$ 44.56  | 37,358 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 300    | D | \$ 44.58  | 37,058 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 500    | D | \$ 44.59  | 36,558 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 1,000  | D | \$ 44.595 | 35,558 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 200    | D | \$ 44.6   | 35,358 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 1,400  | D | \$ 44.605 | 33,958 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 100    | D | \$ 44.63  | 33,858 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | S                | 100    | D | \$ 44.65  | 33,758 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | M                | 18,000 | A | \$ 34.78  | 51,758 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | F <sup>(1)</sup> | 15,069 | D | \$ 44.83  | 36,689 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | M                | 7,900  | A | \$ 17.32  | 44,589 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | F <sup>(1)</sup> | 4,379  | D | \$ 44.83  | 40,210 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | M                | 10,000 | A | \$ 37.45  | 50,210 <u>(2)</u> | D |
| Common Stock | 02/04/2014 | F <sup>(1)</sup> | 8,805  | D | \$ 44.83  | 41,405 <u>(2)</u> | D |
| Common Stock | 02/05/2014 | S                | 747    | D | \$ 44.53  | 40,658 <u>(3)</u> | D |
| Common Stock | 02/05/2014 | S                | 1,200  | D | \$ 44.54  | 39,458 <u>(3)</u> | D |
| Common Stock | 02/05/2014 | S                | 2,900  | D | \$ 44.55  | 36,558 <u>(3)</u> | D |
|              | 02/05/2014 | S                | 400    | D | \$ 44.56  | 36,158 <u>(3)</u> | D |

Common  
Stock

Common Stock 02/05/2014 S 2,400 D \$ 44.57 33,758 <sup>(3)</sup> D

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

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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   |                            |
| Employee Stock Option (right to buy)       | \$ 52.5  |                                      |  |                                |   | 01/26/2005 <sup>(4)</sup> 04/16/2014                     | Common Stock  | 8,000                      |
| Employee Stock Option (right to buy)       | \$ 54.99   |                                      |  |                                |   | 01/25/2006 <sup>(4)</sup> 04/21/2015                     | Common Stock  | 11,000                     |
| Employee Stock Option (right to buy)       | \$ 56.47   |                                      |  |                                |   | 01/24/2007 <sup>(4)</sup> 02/15/2016                     | Common Stock  | 9,000                      |
| Employee Stock Option (right to buy)       | \$ 58.98   |                                      |  |                                |   | 01/23/2008 <sup>(4)</sup> 01/23/2017                     | Common Stock  | 9,500                      |
| Employee Stock Option                      | \$ 37.45   | 02/04/2014                           |  | M                              | 10,000  | 01/22/2009 <sup>(4)</sup> 01/22/2018                     | Common Stock  | 10,000                     |

|                                      |          |            |   |        |                           |            |              |        |  |
|--------------------------------------|----------|------------|---|--------|---------------------------|------------|--------------|--------|--|
| (right to buy)                       |          |            |   |        |                           |            |              |        |  |
| Employee Stock Option (right to buy) | \$ 17.32 | 02/04/2014 | M | 7,900  | 01/27/2010 <sup>(4)</sup> | 01/27/2019 | Common Stock | 7,900  |  |
| Employee Stock Option (right to buy) | \$ 34.78 | 02/04/2014 | M | 18,000 | 01/26/2011 <sup>(4)</sup> | 01/26/2020 | Common Stock | 18,000 |  |
| Employee Stock Option (right to buy) | \$ 39.1  |            |   |        | 01/25/2012 <sup>(4)</sup> | 01/25/2021 | Common Stock | 14,000 |  |
| Employee Stock Option (right to buy) | \$ 29.6  |            |   |        | 01/24/2013 <sup>(4)</sup> | 01/24/2022 | Common Stock | 14,000 |  |
| Employee Stock Option (right to buy) | \$ 33.79 |            |   |        | 01/22/2014 <sup>(4)</sup> | 01/22/2023 | Common Stock | 3,500  |  |
| Employee Stock Option (right to buy) | \$ 49.51 |            |   |        | 01/21/2015 <sup>(4)</sup> | 01/21/2024 | Common Stock | 3,400  |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Killian John M<br>1717 MAIN STREET<br>MC 6405<br>DALLAS, TX 75201 |               |           | EVP - Chief Credit Officer |       |

## Signatures

/s/ Jennifer S. Perry, on behalf of John M. Killian through Power of Attorney 02/06/2014

\_\_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) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of February 4, 2014.
- (3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of February 5, 2014.
- (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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