

Buchanan John D
Form 4
January 30, 2018

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 *
Buchanan John D

(Last) (First) (Middle)
1717 MAIN STREET MC 6404
(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)
01/26/2018

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 & Corporate Secretary

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	01/26/2018		M		1,844	A	\$ 32.97
					22,940	(1)	D
Common Stock	01/26/2018		S		54	D	\$ 94.85
					22,886	(1)	D
Common Stock	01/26/2018		S		101	D	\$ 94.86
					22,785	(1)	D
Common Stock	01/26/2018		S		150	D	\$ 94.87
					22,635	(1)	D
Common Stock	01/26/2018		S		1,000	D	\$ 94.876
					21,635	(1)	D

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Common Stock	01/26/2018	S	339	D	\$ 94.89	21,296 ⁽¹⁾	D
Common Stock	01/26/2018	S	100	D	\$ 94.891	21,196 ⁽¹⁾	D
Common Stock	01/26/2018	S	100	D	\$ 94.9	21,096 ⁽¹⁾	D
Common Stock	01/26/2018	M	727	A	\$ 67.66	21,823 ⁽¹⁾	D
Common Stock	01/26/2018	S	727	D	\$ 94.86	21,096 ⁽¹⁾	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 (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)	\$ 32.97	01/26/2018		M	1,844	01/26/2017 ⁽²⁾	01/26/2026	Common Stock	1,844
Employee Stock Option (right to buy)	\$ 67.66	01/26/2018		M	727	01/24/2018 ⁽²⁾	01/24/2027	Common Stock	727
Employee Stock Option (right to buy)	\$ 95.25					01/23/2019 ⁽²⁾	01/23/2028	Common Stock	2,285

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buchanan John D 1717 MAIN STREET MC 6404 DALLAS, TX 75201			EVP & Corporate Secretary	

Signatures

/s/ Jennifer S. Perry, on behalf of John D. Buchanan through Power of Attorney

01/30/2018

__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 restricted stock units as of January 26, 2018.

(2) 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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