

RITCHIE MICHAEL T
 Form 3
 May 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * RITCHIE MICHAEL T (Last) (First) (Middle) 411 WEST LAFAYETTE, MC-3247 (Street) DETROIT, MI 48226 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/23/2013 | 3. Issuer Name and Ticker or Trading Symbol COMERICA INC /NEW/ [CMA] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 18,522 ⁽¹⁾ | D | MI |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|--------------------------------------|------------------------------|----------------------------|
| Employee Stock Option (right to buy) | 04/16/2005 ⁽²⁾ 04/16/2014 | Common Stock 2,200 \$ 52.5 | D Â |
| Employee Stock Option (right to buy) | 04/21/2006 ⁽²⁾ 04/21/2015 | Common Stock 3,200 \$ 54.99 | D Â |
| Employee Stock Option (right to buy) | 02/15/2007 ⁽²⁾ 02/15/2016 | Common Stock 3,800 \$ 56.47 | D Â |
| Employee Stock Option (right to buy) | 01/23/2008 ⁽²⁾ 01/23/2017 | Common Stock 4,000 \$ 58.98 | D Â |
| Employee Stock Option (right to buy) | 01/22/2009 ⁽²⁾ 01/22/2018 | Common Stock 4,150 \$ 37.45 | D Â |
| Employee Stock Option (right to buy) | 01/27/2010 ⁽²⁾ 01/27/2019 | Common Stock 3,750 \$ 17.32 | D Â |
| Employee Stock Option (right to buy) | 01/26/2011 ⁽²⁾ 01/26/2020 | Common Stock 12,000 \$ 34.78 | D Â |
| Employee Stock Option (right to buy) | 01/25/2012 ⁽²⁾ 01/25/2021 | Common Stock 10,800 \$ 39.1 | D Â |
| Employee Stock Option (right to buy) | 01/24/2013 ⁽²⁾ 01/24/2022 | Common Stock 8,000 \$ 29.6 | D Â |
| Employee Stock Option (right to buy) | 01/22/2014 ⁽²⁾ 01/22/2023 | Common Stock 2,000 \$ 33.79 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Nicole V. Gersch, on behalf of Michael T. Ritchie through Power of Attorney 05/01/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 April 23, 2013. Also includes performance restricted stock units (PRSUs) which were granted to the reporting person pursuant to the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan. The PRSUs are settled in stock, with accrued dividend equivalents paid out annually in cash. The PRSUs vest in one installment at the end of a three-year performance period. If, during any year in such performance period, Comerica falls below the Tier 1 Capital Threshold defined by the

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Federal Reserve for well capitalized banks, 15% of the PRSU target award will be forfeited, with a maximum reduction of 45% of the target award. The number of PRSUs included in the total represents the portion that is not subject to such reduction as of April 23, 2013.

- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

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Remarks:

Exhibit 24 - Power of Attorney

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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