

COMERICA INC /NEW/
Form 4
January 26, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burkhart Megan D

(Last) (First) (Middle)

1717 MAIN STREET, MC 6515

(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)
01/24/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

EVP - Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/24/2017		F	3,811 D	\$ 67.66	20,850 ⁽¹⁾	D
Common Stock	01/24/2017		A	900 ⁽²⁾ A	\$ 0	21,750 ⁽¹⁾	D

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.45							01/22/2009 ⁽³⁾	01/22/2018	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 34.78							01/26/2011 ⁽³⁾	01/26/2020	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 39.1							01/25/2012 ⁽³⁾	01/25/2021	Common Stock	11,000
Employee Stock Option (right to buy)	\$ 33.79							01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 49.51							01/24/2015 ⁽³⁾	01/21/2024	Common Stock	2,786
Employee Stock Option (right to buy)	\$ 42.32							01/27/2016 ⁽³⁾	01/27/2025	Common Stock	3,325
Employee Stock Option	\$ 32.97							01/26/2017 ⁽³⁾	01/26/2026	Common Stock	3,815

(right to
buy)

Employee
Stock

Option \$ 67.66 01/24/2017

(right to
buy)

A 2,050 01/24/2018⁽³⁾ 01/24/2027 Common Stock 2,050

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201	EVP - Chief HR Officer

Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney 01/26/2017

__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 24, 2017.
- (2) Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.
- (3) 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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