

COMERICA INC /NEW/  
Form 4  
February 16, 2006

**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 \*  
**FULTON J MICHAEL**

(Last) (First) (Middle)

**COMERICA BANK, 333 W.  
SANTA CLARA**

(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)  
**02/15/2006**

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)  
**Pres/CEO-Comerica Bank-W. Mkt.**

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	(D)	Price
Common Stock	02/15/2006		A		8,000	A	\$ 0
					64,729 <sup>(1)</sup>	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)**

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 56.47	02/15/2006		A	32,000	02/15/2007 <sup>(2)</sup> 02/15/2016	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <sup>(2)</sup> 04/21/2015	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 40.25					01/20/1998 <sup>(2)</sup> 04/20/2007	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 71.58					01/15/1999 <sup>(2)</sup> 03/20/2008	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 66.81					01/14/2000 <sup>(2)</sup> 03/19/2009	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 41.5					01/19/2001 <sup>(2)</sup> 03/17/2010	Common Stock	18,000
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 <sup>(2)</sup> 05/02/2011	Common Stock	16,200
	\$ 63.2					01/21/2003 <sup>(2)</sup> 04/17/2012		25,800

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option \$ 40.32  
(right to  
buy)

01/27/2004<sup>(2)</sup> 04/17/2013

Common  
Stock 24,7

Employee  
Stock  
Option \$ 52.5  
(right to  
buy)

01/26/2005<sup>(2)</sup> 04/16/2014

Common  
Stock 40,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULTON J MICHAEL COMERICA BANK 333 W. SANTA CLARA SAN JOSE, CA 95113			Pres/CEO-Comerica Bank-W. Mkt.	

## Signatures

/s/ Robert W. Spencer, Jr., on behalf of J. Michael  
Fulton

02/16/2006

\_\_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) This number includes shares purchased under the CMA dividend reinvestment plan and shares acquired through employee stock plans as of February 15, 2006.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.