

BABB RALPH W JR
Form 4
April 20, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BABB RALPH W JR

2. Issuer Name and Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 WOODWARD AVE., 31ST FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

DETROIT, MI 48226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	04/19/2007		M		75,000 A \$ 41.5	265,444 ⁽¹⁾	D
Common Stock	04/19/2007		M		50,000 A \$ 40.32	315,444 ⁽¹⁾	D
Common Stock	04/19/2007		S		100 D \$ 62.45	315,344 ⁽¹⁾	D
Common Stock	04/19/2007		S		1,160 D \$ 62.41	314,184 ⁽¹⁾	D
Common Stock	04/19/2007		S		3,040 D \$ 62.4	311,144 ⁽¹⁾	D

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Common Stock	04/19/2007	S	1,200	D	\$ 62.39	309,944 ⁽¹⁾	D
Common Stock	04/19/2007	S	25,000	D	\$ 62.355	284,944 ⁽¹⁾	D
Common Stock	04/19/2007	S	800	D	\$ 62.31	284,144 ⁽¹⁾	D
Common Stock	04/19/2007	S	25,100	D	\$ 62.3	259,044 ⁽¹⁾	D
Common Stock	04/19/2007	S	500	D	\$ 62.29	258,544 ⁽¹⁾	D
Common Stock	04/19/2007	S	700	D	\$ 62.38	257,844 ⁽¹⁾	D
Common Stock	04/19/2007	S	25,000	D	\$ 62.255	232,844 ⁽¹⁾	D
Common Stock	04/19/2007	S	300	D	\$ 62.19	232,544 ⁽¹⁾	D
Common Stock	04/19/2007	S	200	D	\$ 62.18	232,344 ⁽¹⁾	D
Common Stock	04/19/2007	S	500	D	\$ 62.17	231,844 ⁽¹⁾	D
Common Stock	04/19/2007	S	26,500	D	\$ 62.16	205,344 ⁽¹⁾	D
Common Stock	04/19/2007	S	2,000	D	\$ 62.15	203,344 ⁽¹⁾	D
Common Stock	04/19/2007	S	1,400	D	\$ 62.14	201,944 ⁽¹⁾	D
Common Stock	04/19/2007	S	4,400	D	\$ 62.13	197,544 ⁽¹⁾	D
Common Stock	04/19/2007	S	1,400	D	\$ 62.12	196,144 ⁽¹⁾	D
Common Stock	04/19/2007	S	200	D	\$ 62.11	195,944 ⁽¹⁾	D
Common Stock	04/19/2007	S	2,100	D	\$ 62.1	193,844 ⁽¹⁾	D
Common Stock	04/19/2007	S	3,000	D	\$ 62.08	190,844 ⁽¹⁾	D
Common Stock	04/19/2007	S	100	D	\$ 62.06	190,744 ⁽¹⁾	D
Common Stock	04/19/2007	S	300	D	\$ 62.04	190,444 ⁽¹⁾	D

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 71.58					01/15/1999 ⁽²⁾ 03/20/2008	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 66.81					01/14/2000 ⁽²⁾ 03/19/2009	Common Stock 40,000
Employee Stock Option (right to buy)	\$ 41.5	04/19/2007		M	75,000	01/19/2001 ⁽²⁾ 03/17/2010	Common Stock 75,000
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 ⁽²⁾ 05/02/2011	Common Stock 75,000
Employee Stock Option (right to buy)	\$ 54.95					10/01/2002 ⁽²⁾ 09/30/2011	Common Stock 50,000
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003 ⁽²⁾ 04/17/2012	Common Stock 125,000

buy)

Employee
Stock

Option	\$ 40.32	04/19/2007		M	50,000	01/27/2004 ⁽²⁾	04/17/2013	Common Stock	120,
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(right to
buy)

Employee
Stock

Option	\$ 52.5					01/26/2005 ⁽²⁾	04/16/2014	Common Stock	150,
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(right to
buy)

Employee
Stock

Option	\$ 54.99					01/25/2006 ⁽²⁾	04/21/2015	Common Stock	175,
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(right to
buy)

Employee
Stock

Option	\$ 56.47					01/24/2007 ⁽²⁾	02/15/2016	Common Stock	100,
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(right to
buy)

Employee
Stock

Option	\$ 58.98					01/23/2008 ⁽²⁾	01/23/2017	Common Stock	100,
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(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226	X		Chairman, President & CEO	

Signatures

/s/ Nicole V. Gersch on behalf of Ralph W.
Babb, Jr. 04/20/2007

__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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of April 19, 2007.

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(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.

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