

BABB RALPH W JR  
Form 4  
December 28, 2010

**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 \*  
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)  
COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6400  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/24/2010

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

DALLAS, TX 75201

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)
Common Stock				(A) or (D) Price	419,856 <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 of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 <sup>(2)</sup>	05/02/2011	Common Stock	75
Employee Stock Option (right to buy)	\$ 54.95					10/01/2002 <sup>(2)</sup>	09/30/2011	Common Stock	50
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003 <sup>(2)</sup>	04/17/2012	Common Stock	125
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 <sup>(2)</sup>	04/17/2013	Common Stock	70
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 <sup>(2)</sup>	04/16/2014	Common Stock	150
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <sup>(2)</sup>	04/21/2015	Common Stock	175
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 <sup>(2)</sup>	02/15/2016	Common Stock	100
	\$ 58.98					01/23/2008 <sup>(2)</sup>	01/23/2017		100

Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 37.45				01/22/2009 <sup>(2)</sup>	01/22/2018	Common Stock	100
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010 <sup>(2)</sup>	01/27/2019	Common Stock	83
Phantom Stock Units <sup>(3)</sup>	<sup>(4)</sup>	12/24/2010	A	1,640	02/05/2011 <sup>(5)</sup>	02/05/2011 <sup>(5)</sup>	Common Stock	1,
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011 <sup>(2)</sup>	07/27/2020	Common Stock	61

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR COMERICA INCORPORATED 1717 MAIN STREET, MC 6400 DALLAS, TX 75201	X		Chairman, President & CEO	

## Signatures

/s/ Jennifer S. Perry, on behalf of Ralph W. Babb, Jr. through Power of Attorney 12/28/2010

\_\_\_\_\_  
\*\*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 December 24, 2010.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.

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- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (5) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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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