

FAUBION PAT  
Form 4  
February 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
FAUBION PAT

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6507

(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)  
01/31/2013

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)  
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/31/2013		M		6,500	A	\$ 17.32 48,324 <sup>(1)</sup>	D
Common Stock	01/31/2013		F		4,153	D	\$ 34.36 44,171 <sup>(1)</sup>	D
Common Stock	02/01/2013		S		500	D	\$ 35.001 43,671 <sup>(2)</sup>	D
Common Stock	02/01/2013		S		1,847	D	\$ 35.002 41,824 <sup>(2)</sup>	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 required to respond unless the form displays a currently valid OMB control number.

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(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 (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)	\$ 40.32					01/27/2004 <sup>(3)</sup>	04/17/2013	Common Stock	625
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 <sup>(3)</sup>	04/16/2014	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <sup>(3)</sup>	04/21/2015	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 <sup>(3)</sup>	02/15/2016	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(3)</sup>	01/23/2017	Common Stock	6,000
Employee Stock Option	\$ 37.45					01/22/2009 <sup>(3)</sup>	01/22/2018	Common Stock	5,300

(right to buy)

Employee Stock

Option	\$ 17.32	01/31/2013	M	6,500	01/27/2010 <sup>(3)</sup>	01/27/2019	Common Stock	6,500
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Employee Stock

Option	\$ 34.78				01/26/2011 <sup>(3)</sup>	01/26/2020	Common Stock	15,000
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Employee Stock

Option	\$ 39.1				01/25/2012 <sup>(3)</sup>	01/25/2021	Common Stock	16,400
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Employee Stock

Option	\$ 29.6				01/24/2013 <sup>(3)</sup>	01/24/2022	Common Stock	14,500
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Employee Stock

Option	\$ 33.79				01/22/2014 <sup>(3)</sup>	01/22/2023	Common Stock	3,370
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

FAUBION PAT  
COMERICA INCORPORATED  
1717 MAIN STREET, MC 6507  
DALLAS, TX 75201

Executive Vice President

## Signatures

/s/ Nicole V. Gersch, on behalf of Pat Faubion through Power of Attorney

02/04/2013

\_\_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).

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- (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 January 31, 2013.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of February 1, 2013.
- (3) 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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