

FARMER CURTIS C
Form 4
February 11, 2013

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 *
FARMER CURTIS C

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 6404
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/07/2013 | | M | 9,150 A | \$ 17.32 | 74,347 ⁽¹⁾ | D |
| Common Stock | 02/07/2013 | | F | 5,784 D | \$ 35.09 | 68,563 ⁽¹⁾ | D |
| Common Stock | 02/07/2013 | | M | 12,500 A | \$ 21.95 | 81,063 ⁽¹⁾ | D |
| Common Stock | 02/07/2013 | | F | 9,088 D | \$ 35.09 | 71,975 ⁽¹⁾ | D |
| Common Stock | 02/07/2013 | | M | 5,250 A | \$ 29.6 | 77,225 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------------------|---|
| Common Stock | 02/07/2013 | F | 4,697 | D | \$ 35.09 | 72,528 <u>(1)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.03 | 72,428 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.051 | 72,328 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 200 | D | \$ 35.06 | 72,128 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.07 | 72,028 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 200 | D | \$ 35.08 | 71,828 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.082 | 71,728 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.085 | 71,628 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 500 | D | \$ 35.09 | 71,128 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.091 | 71,028 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.092 | 70,928 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.095 | 70,828 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 320 | D | \$ 35.1 | 70,508 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 400 | D | \$ 35.11 | 70,108 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.12 | 70,008 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.122 | 69,908 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.125 | 69,808 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 200 | D | \$ 35.13 | 69,608 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 200 | D | \$ 35.16 | 69,408 <u>(2)</u> | D |
| Common Stock | 02/08/2013 | S | 100 | D | \$ 35.161 | 69,308 <u>(2)</u> | D |
| | 02/08/2013 | S | 200 | D | \$ 35.17 | 69,108 <u>(2)</u> | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|-----------|-----------------------|---|
| Common Stock | | | | | | | | |
| Common Stock | 02/08/2013 | | S | 200 | D | \$ 35.19 | 68,908 ⁽²⁾ | D |
| Common Stock | 02/08/2013 | | S | 100 | D | \$ 35.2 | 68,808 ⁽²⁾ | D |
| Common Stock | 02/08/2013 | | S | 200 | D | \$ 35.202 | 68,608 ⁽²⁾ | D |
| Common Stock | 02/08/2013 | | S | 200 | D | \$ 35.222 | 68,408 ⁽²⁾ | 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 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 | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 21.95 | 02/07/2013 | | M | 12,500 | 11/14/2009 ⁽³⁾ | 11/14/2018 | Common Stock | 12,500 |
| Employee Stock Option (right to buy) | \$ 17.32 | 02/07/2013 | | M | 9,150 | 01/27/2010 ⁽³⁾ | 01/27/2019 | Common Stock | 9,150 |
| Employee Stock Option (right to buy) | \$ 39.16 | | | | | 07/27/2011 ⁽³⁾ | 07/27/2020 | Common Stock | 21,000 |
| | \$ 39.1 | | | | | 01/25/2012 ⁽³⁾ | 01/25/2021 | | 22,000 |

| | | | | | | | | | |
|--|----------|------------|---|-------|---------------------------|------------|--|-----------------|-------|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 29.6 | 02/07/2013 | M | 5,250 | 01/24/2013 ⁽³⁾ | 01/24/2022 | | Common Stock | 5,250 |
| Employee Stock Option (right to buy) | \$ 33.79 | | | | 01/22/2014 ⁽³⁾ | 01/22/2023 | | Common Stock | 5,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARMER CURTIS C COMERICA INCORPORATED 1717 MAIN STREET, MC 6404 DALLAS, TX 75201 | | | Vice Chairman | |

Signatures

/s/ Nicole V. Gersch, on behalf of Curtis C. Farmer through Power of Attorney 02/11/2013

**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).
- (1) Includes shares acquired through employee stock plans as of February 7, 2013.
- (2) Includes shares acquired through employee stock plans as of February 8, 2013.
- (3) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Form 4 Report 1 of 2

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.