

RITCHIE MICHAEL T  
 Form 3  
 May 01, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
RITCHIE MICHAEL T		(Month/Day/Year)	COMERICA INC /NEW/ [CMA]	
(Last)	(First)	(Middle)	04/23/2013	
411 WEST LAFAYETTE,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
MC-3247				
(Street)			(Check all applicable)	
DETROIT, MI 48226			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Executive Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,522 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	04/16/2005 <sup>(2)</sup> 04/16/2014	Common Stock 2,200 \$ 52.5	D Â
Employee Stock Option (right to buy)	04/21/2006 <sup>(2)</sup> 04/21/2015	Common Stock 3,200 \$ 54.99	D Â
Employee Stock Option (right to buy)	02/15/2007 <sup>(2)</sup> 02/15/2016	Common Stock 3,800 \$ 56.47	D Â
Employee Stock Option (right to buy)	01/23/2008 <sup>(2)</sup> 01/23/2017	Common Stock 4,000 \$ 58.98	D Â
Employee Stock Option (right to buy)	01/22/2009 <sup>(2)</sup> 01/22/2018	Common Stock 4,150 \$ 37.45	D Â
Employee Stock Option (right to buy)	01/27/2010 <sup>(2)</sup> 01/27/2019	Common Stock 3,750 \$ 17.32	D Â
Employee Stock Option (right to buy)	01/26/2011 <sup>(2)</sup> 01/26/2020	Common Stock 12,000 \$ 34.78	D Â
Employee Stock Option (right to buy)	01/25/2012 <sup>(2)</sup> 01/25/2021	Common Stock 10,800 \$ 39.1	D Â
Employee Stock Option (right to buy)	01/24/2013 <sup>(2)</sup> 01/24/2022	Common Stock 8,000 \$ 29.6	D Â
Employee Stock Option (right to buy)	01/22/2014 <sup>(2)</sup> 01/22/2023	Common Stock 2,000 \$ 33.79	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ Nicole V. Gersch, on behalf of Michael T. Ritchie through Power of Attorney 05/01/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 23, 2013. Also includes performance restricted stock units (PRSUs) which were granted to the reporting person pursuant to the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan. The PRSUs are settled in stock, with accrued dividend equivalents paid out annually in cash. The PRSUs vest in one installment at the end of a three-year performance period. If, during any year in such performance period, Comerica falls below the Tier 1 Capital Threshold defined by the

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Federal Reserve for well capitalized banks, 15% of the PRSU target award will be forfeited, with a maximum reduction of 45% of the target award. The number of PRSUs included in the total represents the portion that is not subject to such reduction as of April 23, 2013.

- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

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**Remarks:**

Exhibit 24 - Power of Attorney

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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