

COMERICA INC /NEW/
Form 4
January 26, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sefzik Peter L

(Last) (First) (Middle)

1717 MAIN STREET

(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)
01/22/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	01/22/2016		F	428 D	\$ 33.67 9,646 ⁽¹⁾	D	
Common Stock	01/24/2016		F	368 D	\$ 33.67 9,278 ⁽²⁾	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)		8. D S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 56.47					02/15/2007 ⁽³⁾	02/15/2016	Common Stock	500	
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽³⁾	01/21/2017	Common Stock	600	
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽³⁾	01/25/2021	Common Stock	725	
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽³⁾	01/24/2022	Common Stock	1,750	
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,350	
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽³⁾	01/21/2024	Common Stock	2,954	
	\$ 42.32					01/27/2016 ⁽³⁾	01/27/2025		3,410	

Employee
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sefzik Peter L 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	
/s/ Jennifer S. Perry, on behalf of Peter L. Sefzik through Power of Attorney				01/26/2016
**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 and shares purchased with reinvested dividends as of January 22, 2016.
- (2) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 24, 2016.
- (3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

Remarks:

EXHIBIT 24 - POWER OF ATTORNEY FOR PETER L. SEFZIK

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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