

COMERICA INC /NEW/  
Form 4  
January 27, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FAUBION J PATRICK**

(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)  
**01/25/2016**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/25/2016		F	2,102	D	\$ 32.04	45,050 <sup>(1)</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  
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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 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)	\$ 56.47					01/24/2007 <sup>(2)</sup>	02/15/2016	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(2)</sup>	01/23/2017	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 <sup>(2)</sup>	01/22/2018	Common Stock	5,300
Employee Stock Option (right to buy)	\$ 34.78					01/26/2011 <sup>(2)</sup>	01/26/2020	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(2)</sup>	01/25/2021	Common Stock	16,400
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 <sup>(2)</sup>	01/24/2022	Common Stock	14,500
Employee Stock Option (right to	\$ 33.79					01/22/2014 <sup>(2)</sup>	01/22/2023	Common Stock	3,370

buy)

Employee  
StockOption        \$ 49.51  
(right to  
buy)01/21/2015<sup>(2)</sup>    01/21/2024    Common  
Stock        3,018Employee  
StockOption        \$ 42.32  
(right to  
buy)01/27/2016<sup>(2)</sup>    01/27/2025    Common  
Stock        3,555

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director    10% Owner    Officer                      Other

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

Executive Vice President

## Signatures

/s/ Jennifer S. Perry, on behalf of Pat Faubion through Power of  
Attorney

01/27/2016

                    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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of January 25, 2016.
- (2) 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 J. PATRICK FAUBION

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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