

COMERICA INC /NEW/  
Form 4  
May 09, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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### 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 \*  
PARKHILL KAREN L

(Last) (First) (Middle)

1717 MAIN STREET, MC-6402

(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)

05/05/2016

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)

Vice Chairman

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/05/2016                           |                                                    | M                              | 60,000 A \$ 25.59                                                 | 142,878 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/05/2016                           |                                                    | J <sup>(2)</sup>               | 46,251 D \$ 42.28                                                 | 96,627 <sup>(1)</sup>                                                                         | D                                                        |                                                       |
| Common Stock                    | 05/05/2016                           |                                                    | M                              | 21,000 A \$ 29.6                                                  | 117,627 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/05/2016                           |                                                    | F <sup>(2)</sup>               | 17,345 D \$ 42.28                                                 | 100,282 <sup>(1)</sup>                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/05/2016                           |                                                    | M                              | 4,125 A \$ 33.79                                                  | 104,407 <sup>(1)</sup>                                                                        | D                                                        |                                                       |

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Common Stock      05/05/2016      F<sup>(2)</sup>      3,645      D      \$ 42.28      100,762 <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 required to respond unless the form displays a currently valid OMB control number.**      SEC 1474 (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)       | \$ 25.59                                               | 05/05/2016                           |                                                    | M                              | 60,000                                                                                  | 08/31/2012 <sup>(3)</sup> 08/31/2021                     | Common Stock                                                | 60,000                     |                            |
| Employee Stock Option (right to buy)       | \$ 29.6                                                | 05/05/2016                           |                                                    | M                              | 21,000                                                                                  | 01/24/2013 <sup>(3)</sup> 01/24/2022                     | Common Stock                                                | 21,000                     |                            |
| Employee Stock Option (right to buy)       | \$ 33.79                                               | 05/05/2016                           |                                                    | M                              | 4,125                                                                                   | 01/22/2014 <sup>(3)</sup> 01/22/2023                     | Common Stock                                                | 4,125                      |                            |
| Employee Stock Option (right to buy)       | \$ 49.51                                               |                                      |                                                    |                                |                                                                                         | 01/21/2015 <sup>(3)</sup> 01/21/2024                     | Common Stock                                                | 6,380                      |                            |
| Employee Stock Option (right to buy)       | \$ 42.32                                               |                                      |                                                    |                                |                                                                                         | 01/27/2016 <sup>(3)</sup> 01/27/2025                     | Common Stock                                                | 7,220                      |                            |

Employee  
Stock  
Option \$ 32.97  
(right to  
buy

01/26/2017<sup>(3)</sup> 01/26/2026 Common Stock 8,28

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |               |       |
|-------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                   | Director      | 10% Owner | Officer       | Other |
| PARKHILL KAREN L<br>1717 MAIN STREET, MC-6402<br>DALLAS, TX 75201 |               |           | Vice Chairman |       |

## Signatures

/s/ Jennifer S. Perry, on behalf of Karen L. Parkhill through Power of Attorney

05/09/2016

\*\*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 restricted stock units as of May 5, 2016.
- (2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (3) The options vest in four equal annual installments (based on the original grant amount) 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. 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.