

Carr Muneera S
Form 4
January 25, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carr Muneera S

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6500

(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)
01/23/2018

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)
EVP & Chief Financial Officer

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	01/23/2018		A	(A) or (D) Amount (1) \$ 0	17,555 (2)	D	
Common Stock	01/24/2018		M	462 A \$ 49.51	18,017 (3)	D	
Common Stock	01/24/2018		F(4)	306 D \$ 95.53	17,711 (3)	D	
Common Stock	01/24/2018		M	338 A \$ 67.66	18,049 (3)	D	
Common Stock	01/24/2018		F(4)	269 D \$ 95.53	17,780 (3)	D	

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

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option (right to buy)	\$ 49.51	01/24/2018		M		462	01/21/2015 ⁽⁵⁾ 01/21/2024	Common Stock 462
Employee Stock Option (right to buy)	\$ 42.32						01/27/2016 ⁽⁵⁾ 01/27/2025	Common Stock 1,000
Employee Stock Option (right to buy)	\$ 32.97						01/26/2017 ⁽⁵⁾ 01/26/2026	Common Stock 1,800
Employee Stock Option (right to buy)	\$ 67.66	01/24/2018		M		338	01/24/2018 ⁽⁵⁾ 01/24/2027	Common Stock 338
Employee Stock Option (right to buy)	\$ 95.25	01/23/2018		A		2,630	01/23/2019 ⁽⁵⁾ 01/23/2028	Common Stock 2,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carr Muneera S COMERICA INCORPORATED 1717 MAIN STREET, MC 6500 DALLAS, TX 75201			EVP & Chief Financial Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Muneera S. Carr through Power of Attorney

01/25/2018

__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) Restricted stock units awarded under Issuer's Long-Term Incentive Plan.
- (2) Includes shares acquired through employee stock plans as of January 23, 2018.
- (3) Includes shares acquired through employee stock plans as of January 24, 2018.
- (4) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (5) 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.

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