

FARMER CURTIS C

Form 4

January 30, 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 *
FARMER CURTIS C

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6404

(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)
01/27/2018

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)
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	01/27/2018		F	574	D \$ 95.81	75,273 ⁽¹⁾	D
Common Stock	01/29/2018		M	6,385	A \$ 49.51	81,658 ⁽²⁾	D
Common Stock	01/29/2018		S	6,385	D \$ 96.309 ⁽³⁾	75,273 ⁽²⁾	D
Common Stock	01/29/2018		M	5,415	A \$ 42.32	80,688 ⁽²⁾	D
	01/29/2018		S	5,415	D	75,273 ⁽²⁾	D

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Common Stock						\$ 96.233 (4)		
Common Stock	01/29/2018		M	5,647	A	\$ 32.97	80,920 (2)	D
Common Stock	01/29/2018		S	5,647	D	\$ 95.771 (5)	75,273 (2)	D
Common Stock	01/29/2018		M	1,423	A	\$ 67.66	76,696 (2)	D
Common Stock	01/29/2018		S	1,423	D	\$ 95.666 (6)	75,273 (2)	D

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 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)	\$ 49.51	01/29/2018		M	6,385	01/21/2015(7) 01/21/2024	Common Stock 6,385
Employee Stock Option (right to buy)	\$ 42.32	01/29/2018		M	5,415	01/27/2016(7) 01/27/2025	Common Stock 5,415
Employee Stock	\$ 32.97	01/29/2018		M	5,647	01/26/2017(7) 01/26/2026	Common Stock 5,647

Option
(right to
buy)

Employee
Stock

Option \$ 67.66 01/29/2018
(right to
buy)

M

1,423 01/24/2018⁽⁷⁾ 01/24/2027

Common
Stock

1,423

Employee
Stock

Option \$ 95.25
(right to
buy)

01/23/2019⁽⁷⁾ 01/23/2028

Common
Stock

4,935

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARMER CURTIS C
COMERICA INCORPORATED
1717 MAIN STREET, MC 6404
DALLAS, TX 75201

President

Signatures

/s/ Jennifer S. Perry, on behalf of Curtis C. Farmer through Power of
Attorney

01/30/2018

 **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) Includes shares acquired through employee stock plans and restricted stock units as of January 27, 2018.

(2) Includes shares acquired through employee stock plans and restricted stock units as of January 29, 2018.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.17 to \$96.42, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.95 to \$96.37, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.64 to \$96.00, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 5 to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.55 to \$95.76, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the

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ranges set forth in footnote 6 to this Form 4.

(7) 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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