

COMERICA INC /NEW/
Form 4
January 29, 2015

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 *
BILSTROM JON W

(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)
01/27/2015

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 _____ Other (specify
below) below)
EVP & Secretary

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)	
			Code	V	Amount (A) or (D) Price			
Common Stock	01/27/2015		A		2,010 (1)	A	\$ 0 85,185 (2)	D
Common Stock					2,000	I	by Kathy Keeler Bilstrom Trust Agency	
Common Stock					1,500	I	by Jon W. Bilstrom Agency	

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

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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)

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)	\$ 54.99					01/25/2006 ⁽³⁾ 04/21/2015	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 ⁽³⁾ 02/15/2016	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽³⁾ 01/23/2017	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010 ⁽³⁾ 01/27/2019	Common Stock 20,300
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 ⁽³⁾ 07/27/2020	Common Stock 18,500
Employee Stock	\$ 39.1					01/25/2012 ⁽³⁾ 01/25/2021	Common Stock 20,000

Option
(right to
buy)

Employee Stock

Option (right to buy)	\$ 29.6
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01/24/2013⁽³⁾ 01/24/2022

Common Stock	19,00
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Employee
Stock

Option (right to buy)	\$ 33.79
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01/22/2014⁽³⁾ 01/22/2023

Common Stock	5,000
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Employee
Stock

Option (right to buy)	\$ 49.51
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01/21/2015⁽³⁾ 01/21/2024

Common Stock	4,303
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Employee
Stock

Option (right to buy)	\$ 42.32	01/27/2015
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A 4,960

01/27/2016⁽³⁾ 01/27/2025

Common Stock	4,960
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Reporting Owners

Relationships

Reporting Owner Name / Address

Director	10% Owner	Officer	Other
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BILSTROM JON W
COMERICA INCORPORATED
1717 MAIN STREET, MC 6404
DALLAS, TX 75201

EVP & Secretary

Signatures

/s/ Jennifer S. Perry, on behalf of Jon W. Bilstrom through Power of Attorney

01/29/2015

 **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) Shares of restricted stock awarded under Issuer's Long-Term Incentive Plan.

(2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 27, 2015.

(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 JON W. BILSTROM

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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