

BABB RALPH W JR

Form 4

January 28, 2009

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
BABB RALPH W JR

(Last) (First) (Middle)

1717 MAIN STREET, MC 6400

(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)
01/27/2009

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)

Chairman, President & CEO

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)
Common Stock	01/27/2009		A	Amount 104,000 (1)	(A) or (D) Price \$ 0	395,505 (2)	D

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

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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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 66.81							01/14/2000 ⁽³⁾	03/19/2009	Common Stock	40,0
Employee Stock Option (right to buy)	\$ 51.43							01/22/2002 ⁽³⁾	05/02/2011	Common Stock	75,0
Employee Stock Option (right to buy)	\$ 54.95							10/01/2002 ⁽³⁾	09/30/2011	Common Stock	50,0
Employee Stock Option (right to buy)	\$ 63.2							01/21/2003 ⁽³⁾	04/17/2012	Common Stock	125,
Employee Stock Option (right to buy)	\$ 40.32							01/27/2004 ⁽³⁾	04/17/2013	Common Stock	120,
Employee Stock Option (right to buy)	\$ 52.5							01/26/2005 ⁽³⁾	04/16/2014	Common Stock	150,
Employee Stock Option (right to buy)	\$ 54.99							01/25/2006 ⁽³⁾	04/21/2015	Common Stock	175,
Employee Stock Option	\$ 56.47							01/24/2007 ⁽³⁾	02/15/2016	Common Stock	100,

Option
(right to
buy)

Employee
Stock

Option \$ 58.98
(right to
buy)

01/23/2008⁽³⁾

01/23/2017

Common
Stock

100,

Employee
Stock

Option \$ 37.45
(right to
buy)

01/22/2009⁽³⁾

01/22/2018

Common
Stock

100,

Employee
Stock

Option \$ 17.32 01/27/2009
(right to
buy)

A

83,600

01/27/2010⁽³⁾

01/27/2019

Common
Stock

83,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR 1717 MAIN STREET MC 6400 DALLAS, TX 75201	X		Chairman, President & CEO	

Signatures

/s/ Nicole V. Gersch on behalf of Ralph W.
Babb, Jr.

01/28/2009

__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, 2009.

(3) The options vest in four equal annual installments 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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