GUMMER CHARLES L

Form 4

January 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GUMMER CHARLES L** Issuer Symbol COMERICA INC /NEW/ [CMA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify **COMERICA** 01/25/2011 below) INCORPORATED, 1717 MAIN **Executive Vice President** STREET, MC 6507 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 15,600 01/25/2011 \$0 A A $104,321 \frac{(2)}{2}$ D (1) Stock Common 1,500 I By Spouse Stock

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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)	\$ 51.43					01/22/2002(3)	05/02/2011	Common Stock	15,800	
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(3)	04/17/2012	Common Stock	24,800	
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(3)	04/17/2013	Common Stock	24,500	
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(3)	04/16/2014	Common Stock	25,000	
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	20,500	
Employee Stock	\$ 58.98					01/23/2008(3)	01/23/2017	Common Stock	25,000	

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Option (right to buy)					
Employee Stock Option (right to buy)	\$ 37.45	01/22/2009(3)	01/22/2018	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 17.32	01/27/2010(3)	01/27/2019	Common Stock	23,300
Phantom Stock Units (4)	<u>(5)</u>	02/05/2011(6)	02/05/2011(6)	Common Stock	9,253
Employee Stock Option (right to buy)	\$ 39.16	07/27/2011(3)	07/27/2020	Common Stock	18,500

Reporting Owners

Reporting Owner Name / Address	Relationships				
Troporting O Harri Name / Takatass	Director	ector 10% Owner Officer		Other	
GUMMER CHARLES L					
COMERICA INCORPORATED			Evacutiva Vica President		
1717 MAIN STREET, MC 6507			Executive Vice President		

DALLAS, TX 75201

Signatures

/s/ Jennifer S. Perry, on behalf of Charles L. Gummer through Power of Attorney 01/27/2011

**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 25, 2011.
- (3) The options vest in four equal annual installments beginning on the date indicated on this column.
- (4) The phantom stock units represent a portion of the reporting person's base salary.
- (5) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.

Reporting Owners 3

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(6) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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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