## Edgar Filing: COMERICA INC /NEW/ - Form 4

COMERICA Form 4 February 27,												
FORM	4									-	PPROVAL	
Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNERSHIP O SECURITIES					NERSHIP OF	Expires:January 31, 2005Estimated averageburden hours per response0.5		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17	(a) of the		ility Ho	oldi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	Responses)											
MICHALAK MICHAEL H Symbol				suer Name <b>and</b> Ticker or Trading ol /IERICA INC /NEW/ [CMA]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				Director		6 Owner			
				(Month/Day/Year) 02/25/2014					Officer (give title Other (specify below) below) Executive Vice President			
				f Amendment, Date Original ed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
DALLAS, T	TX 75201								Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non	-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price				) 5)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	02/25/2014			А		842 <u>(1)</u>	А	\$0	36,128 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

#### 1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) TransactionNumber Expiration Date Underlying Securities Conversion Execution Date, if or Exercise (Month/Day/Year) (Instr. 3 and 4) Security Code of any (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Expiration or Date Exercisable Title Date Number Code V (A) (D) of Shares Employee Stock Common 01/26/2005(3) 04/16/2014 Option \$ 52.5 5,000 Stock (right to buy) Employee Stock Common Option \$ 54.99 01/25/2006(3) 04/21/2015 5,500 Stock (right to buy) Employee Stock Common Option \$ 56.47 01/24/2007(3) 02/15/2016 5,000 Stock (right to buy) Employee Stock Common 01/23/2008(3) 01/23/2017 Option 5,000 \$ 58.98 Stock (right to buy) Employee Stock Common Option \$ 37.45 01/22/2009(3) 01/22/2018 7,000 Stock (right to buy) Employee Stock Common 01/27/2010(3) 01/27/2019 Option \$17.32 7,000 Stock (right to buy) Employee \$34.78 01/26/2011(3) 01/26/2020 Common 15,000 Stock Stock Option (right to

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\$ 39.1	01/25/2012 <u>(3)</u>	01/25/2021	Common Stock	8,000
\$ 29.6	01/24/2013 <u>(3)</u>	01/24/2022	Common Stock	8,000
\$ 33.79	01/22/2014 <u>(3)</u>	01/22/2023	Common Stock	2,000
\$ 49.51	01/21/2015 <u>(3)</u>	01/21/2024	Common Stock	1,857
	\$ 29.6 \$ 33.79	\$ 29.6 \$ 33.79 01/24/2013(3) 01/22/2014(3)	\$ 29.6 \$ 33.79 (01/24/2013(3)) 01/22/2014(3)) 01/22/2023	\$ 39.1       01/25/2012 01/25/2021       Stock         \$ 29.6       01/24/2013 01/24/2022       Common Stock         \$ 33.79       01/22/2014 01/22/2023       Common Stock         \$ 49.51       01/21/2015 01/21/2024       Common Stock

# **Reporting Owners**

Reporting Owner Name / Address			Relationships			
	Director	10% Owner	Officer	Other		
MICHALAK MICHAEL H 1717 MAIN STREET MC 6406 DALLAS, TX 75201			Executive Vice President			
Signatures						
/s/ Jennifer S. Perry, on behalf Attorney	02/27/2014					
<u>**</u> Sig	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).

On January 22, 2013, a "target" award of 5,610 performance restricted stock units (PRSUs) was granted to the reporting person pursuant to the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan. The PRSUs are settled in stock, with accrued dividend equivalents paid out annually in cash. The PRSUs vest in one installment at the end of a three-year performance period. If, during any year in such performance period, Comerica falls below the Tier 1 Capital Threshold defined by the Federal Reserve for well

(1) during any year in such period, concrete faits below the rich receptual mession defined by the recent Reserve for went capitalized banks, 15% of the PRSU target award will be forfeited, with a maximum reduction of 45% of the target award. On February 25, 2014, the Governance, Compensation and Nominating Committee of Comerica Incorporated certified that performance was achieved for the 2013 fiscal year. The number of PRSUs reported in this Form 4 represents the additional portion of the award that is not subject to reduction due to the achievement of the 2013 performance results.

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- (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 February 25, 2014.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.