

COMERICA INC /NEW/
Form 4
January 28, 2016

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 *
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)
01/26/2016

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)
EVP

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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007 ⁽¹⁾	02/15/2016	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 58.98						01/23/2008 ⁽¹⁾	01/23/2017	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 17.32						01/27/2010 ⁽¹⁾	01/27/2019	Common Stock	20,300
Employee Stock Option (right to buy)	\$ 39.16						07/27/2011 ⁽¹⁾	07/27/2020	Common Stock	18,500
Employee Stock Option (right to buy)	\$ 39.1						01/25/2012 ⁽¹⁾	01/25/2021	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 29.6						01/24/2013 ⁽¹⁾	01/24/2022	Common Stock	19,000
Employee Stock Option (right to buy)	\$ 33.79						01/22/2014 ⁽¹⁾	01/22/2023	Common Stock	5,000
Employee Stock	\$ 49.51						01/21/2015 ⁽¹⁾	01/21/2024	Common Stock	4,303

Option
(right to
buy)

Employee
Stock

Option \$ 42.32
(right to
buy)

01/27/2016⁽¹⁾ 01/27/2025

Common
Stock 4,960

Employee
Stock

Option \$ 32.97 01/26/2016
(right to
buy)

A 5,695

01/26/2017⁽¹⁾ 01/26/2026

Common
Stock 5,695

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BILSTROM JON W
COMERICA INCORPORATED
1717 MAIN STREET, MC 6404
DALLAS, TX 75201

EVP

Signatures

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

01/28/2016

____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) 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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