

Burkhart Megan D
 Form 4
 January 24, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burkhart Megan D

2. Issuer Name and Ticker or Trading Symbol
 COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1717 MAIN STREET, MC 6515
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief HR Officer

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/22/2013		F	58 D \$ 33.79	16,349 ⁽¹⁾	D	
Common Stock	01/22/2013		A	4,675 ⁽²⁾ A \$ 0	21,024 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 ⁽³⁾	04/16/2014	Common Stock	363
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 ⁽³⁾	04/21/2015	Common Stock	2,750
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 ⁽³⁾	02/15/2016	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽³⁾	01/23/2017	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 ⁽³⁾	01/22/2018	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010 ⁽³⁾	01/27/2019	Common Stock	2,100
Employee Stock Option	\$ 34.78					01/26/2011 ⁽³⁾	01/26/2020	Common Stock	15,000

(right to buy)									
Employee Stock Option (right to buy)	\$ 39.1				01/25/2012 ⁽³⁾	01/25/2021	Common Stock	11,000	
Employee Stock Option (right to buy)	\$ 29.6				01/24/2013 ⁽³⁾	01/24/2022	Common Stock	11,500	
Employee Stock Option (right to buy)	\$ 33.79	01/22/2013	A	3,000	01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201	Director 10% Owner Officer EVP - Chief HR Officer

Signatures

/s/ Nicole V. Gersch, on behalf of Megan D. Burkhart through Power of Attorney
01/24/2013

__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) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 22, 2013.
On January 22, 2013, a "target" award of 8,500 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 capitalized banks, 15% of the PRSU target award will be forfeited, with a maximum reduction of 45% of the target award. The number of PRSUs reported in this Form 4 represents the portion that is not subject to such reduction.
- (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.