

COMERICA INC /NEW/  
Form S-8 POS  
August 14, 2003

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Securities Act Registration No. 333-48124

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

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

COMERICA INCORPORATED  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

38-1998421  
(I.R.S. Employer Identification No.)

One Detroit Center  
500 Woodward Avenue, 31st Floor  
Detroit, Michigan 48226  
(Address of principal executive offices) (Zip Code)

COMERICA INCORPORATED EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)

Mark W. Yonkman  
Senior Vice President, Assistant Secretary and  
General Counsel-Investment Bank & Corporate Finance  
Comerica Incorporated  
One Detroit Center  
500 Woodward Avenue, MC 3391  
Detroit, Michigan 48226  
(Name and address of agent for service)

(800) 521-1190  
(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
Common Stock \$5.00 par value	1,000,000 shares	\$ 52.59	\$ 52,590,000	\$ 13,883.76

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement shall also be deemed to cover any additional securities to be offered or issued in connection with the provisions of the above-referenced plan which provide for adjustments in the amount of securities to be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

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(2) Pursuant to Rule 457(h)(1) under the Securities Act of 1933, the per share and aggregate offering price are based upon the average of the high and low sales prices of the shares of Common Stock as reported on the New York Stock Exchange Composite Tape on October 13, 2000 (\$52.59 per share).

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Consent of Ernst & Young LLP

Consent of KPMG LLP

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This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 is solely for the purpose of correcting clerical errors in the Explanatory Note to the Registration Statement on Form S-8 (Securities Act Registration No. 333-48124) filed on October 18, 2000, and the remainder of the contents of that Registration Statement (including exhibits thereto) is incorporated by reference into this Post-Effective Amendment No. 1. This Post-Effective Amendment No. 1 consists of the following:

- (1) Facing sheet of the Registration Statement;
- (2) Explanatory Note, as corrected;
- (3) Signature page; and
- (4) Exhibits.

EXPLANATORY NOTE

This Registration Statement is solely for the registration of additional shares of common stock of Comerica Incorporated for issuance under the Comerica Incorporated Employee Stock Purchase Plan (the Plan ). Therefore, pursuant to General Instruction E to Form S-8, the contents of the earlier registration statement relating to the Plan (No. 333-24555, filed on April 4, 1997) are incorporated by reference into this Registration Statement.

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**ITEM 8. EXHIBITS.**

EXHIBIT INDEX

The following documents are attached hereto or incorporated herein by reference as exhibits to this registration statement:

<b>Item 601 Regulation S-K Exhibit Reference Number</b>	<b>Description of Document</b>
4(a)	Certificate of Amendment to Restated Certificate of Incorporation of Comerica Incorporated (incorporated herein by reference to exhibit 3.2 to Registrant's Registration Statement on Form S-4 dated December 1, 2000, Commission File Number 333-51042).
4(b)	Amended and restated bylaws of Comerica Incorporated (incorporated herein by reference to exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2002, Commission File Number 001-10706).
23(a)	Consent of Ernst & Young LLP, independent auditors.
23(b)	Consent of KPMG LLP, independent auditors.
24	Powers of Attorney (included on the signature page hereto).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on August 14, 2003.

COMERICA INCORPORATED

By: /s/ Ralph W. Babb, Jr.

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Ralph W. Babb, Jr.  
Chairman, President and Chief Executive Officer

We, the undersigned directors and officers of Comerica Incorporated, do hereby constitute and appoint Jon W. Bilstrom and Mark W. Yonkman, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for us and in our name, place and stead, in any and all capacities, to sign any and all amendments and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of August 14, 2003:

/s/ Ralph W. Babb, Jr.

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Ralph W. Babb, Jr.  
Chairman, President, Chief Executive  
Officer and Director  
(Principal Executive Officer)

/s/ Elizabeth S. Acton

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Elizabeth S. Acton  
Executive Vice President and Chief  
Financial Officer  
(Principal Financial Officer)

/s/ Marvin J. Elenbaas

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Marvin J. Elenbaas  
Senior Vice President and Controller  
(Principal Accounting Officer)

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/s/ Lillian Bauder

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Lillian Bauder  
Director

/s/ Joseph J. Buttigieg, III

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Joseph J. Buttigieg, III  
Director

/s/ James F. Cordes

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James F. Cordes  
Director

/s/ Peter D. Cummings

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Peter D. Cummings  
Director

/s/ J. Philip DiNapoli

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J. Philip DiNapoli  
Director

/s/ Anthony F. Earley, Jr.

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Anthony F. Earley, Jr.  
Director

/s/ Max M. Fisher

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Max M. Fisher  
Director

/s/ Roger Fridholm

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Roger Fridholm  
Director

/s/ Todd W. Herrick

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Todd W. Herrick  
Director

/s/ David Baker Lewis

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David Baker Lewis  
Director





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/s/ Alfred A. Piergallini

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Alfred A. Piergallini  
Director

/s/ Howard F. Sims

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Howard F. Sims  
Director

/s/ Robert S. Taubman

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Robert S. Taubman  
Director

/s/ William P. Vititoe

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William P. Vititoe  
Director

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Patricia M. Wallington  
Director

/s/ Gail L. Warden

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Gail L. Warden  
Director

/s/ Kenneth L. Way

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Kenneth L. Way  
Director

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