

COMERICA INC /NEW/  
Form 8-K  
July 28, 2005

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 28, 2005

**COMERICA INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other Jurisdiction  
of Incorporation)

1-10706  
(Commission File Number)

38-1998421  
(IRS Employer  
Identification Number)

Comerica Tower at Detroit Center  
500 Woodward Avenue, MC 3391  
Detroit, Michigan 48226  
(Address of principal executive offices) (zip code)

(248) 371-5000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEMS 1.01 AND 7.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT AND  
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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBIT INDEX

Press Release dated July 28, 2005 (as clarified)

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**ITEMS 1.01 AND 7.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT AND REGULATION FD DISCLOSURE.**

On July 28, 2005, Munder Capital Management ( Munder ), a subsidiary of the registrant, announced that Framlington Holdings Limited, which is 49 percent owned by Munder s United Kingdom subsidiary, Munder UK, L.L.C., and 51 percent indirectly owned by HSBC Holdings plc, reached an agreement to sell its 90.8 percent interest in London-based Framlington Group Limited to AXA Investment Managers ( AXA ). AXA is a European-based financial protection and wealth management firm. The cash sale to AXA requires approval from the Financial Services Authority, a United Kingdom regulatory agency. The sale is expected to close in the fourth quarter of 2005.

On July 28, 2005, the registrant issued a press release regarding this matter. A copy of the press release (as clarified) is attached hereto as Exhibit 99.1.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(c) Exhibits**

99.1 Press Release dated July 28, 2005 (as clarified)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMERICA INCORPORATED**

By: /s/ Jon W. Bilstrom

Name: Jon W. Bilstrom

Title: Executive Vice President-Governance,  
Regulatory Relations and Legal  
Affairs, and Secretary

Date: July 28, 2005

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                               |
|--------------------|--|
| 99.1               | Press Release dated July 28, 2005 (as clarified) |