

Ogden Thomas D  
 Form 4  
 May 20, 2013

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ogden Thomas D

(Last) (First) (Middle)

COMERICA  
 INCORPORATED, 500  
 WOODWARD AVE., MC 3262

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 05/16/2013                           |  | M                              | 5,175 A \$ 17.32  | 58,376 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 05/16/2013                           |  | F                              | 3,188 D \$ 39.5   | 55,188 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 05/17/2013                           |  | S                              | 1,987 D \$ 39.775   | 53,201  | D  |   |
| Common Stock                    |                                      |  |                                |   | 5   | I  | As Custodian of Uniform Gifts to                      |

Minors Act  
(UGMA)  
account for  
child

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

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(9-02)

**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)       | \$ 40.32   |                                      |  |                                |   | 01/27/2004 <sup>(2)</sup>                                | 04/17/2013  | Common Stock               | 11,900                     |
| Employee Stock Option (right to buy)       | \$ 52.5  |                                      |  |                                |   | 01/26/2005 <sup>(2)</sup>                                | 04/16/2014  | Common Stock               | 8,500                      |
| Employee Stock Option (right to buy)       | \$ 54.99   |                                      |  |                                |   | 01/25/2006 <sup>(2)</sup>                                | 04/21/2015  | Common Stock               | 12,000                     |
| Employee Stock Option (right to buy)       | \$ 56.47   |                                      |  |                                |   | 01/24/2007 <sup>(2)</sup>                                | 02/15/2016  | Common Stock               | 10,600                     |
| Employee Stock                             | \$ 58.98   |                                      |  |                                |   | 01/23/2008 <sup>(2)</sup>                                | 01/23/2017  | Common Stock               | 12,000                     |

Option  
(right to  
buy)

Employee  
Stock

Option \$ 37.45  
(right to  
buy)

01/22/2009<sup>(2)</sup> 01/22/2018

Common  
Stock 20,00

Employee  
Stock

Option \$ 17.32 05/16/2013  
(right to  
buy)

M 5,175 01/27/2010<sup>(2)</sup> 01/27/2019

Common  
Stock 5,175

Employee  
Stock

Option \$ 39.16  
(right to  
buy)

07/27/2011<sup>(2)</sup> 07/27/2020

Common  
Stock 13,00

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Ogden Thomas D<br>COMERICA INCORPORATED<br>500 WOODWARD AVE., MC 3262<br>DETROIT, MI 48226 |               |           | Executive Vice President |       |

## Signatures

/s/ Nicole V. Gersch, on behalf of Thomas D. Ogden through Power of Attorney 05/20/2013

\_\_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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of May 17, 2013.
- (2) 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.