

COMERICA INC /NEW/
Form 4
November 22, 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 *
RITCHIE MICHAEL T

(Last) (First) (Middle)

411 WEST LAFAYETTE, MC-3247

(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)
11/20/2013

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/20/2013		M	3,750 A	\$ 17.32	22,280 ⁽¹⁾	D
Common Stock	11/20/2013		S	3,750 D	\$ 44.85	18,530 ⁽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	
Employee Stock Option (right to buy)	\$ 52.5					04/16/2005 ⁽²⁾ 04/16/2014	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 54.99					04/21/2006 ⁽²⁾ 04/21/2015	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 56.47					02/15/2007 ⁽²⁾ 02/15/2016	Common Stock	3,800
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽²⁾ 01/23/2017	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 ⁽²⁾ 01/22/2018	Common Stock	4,150
Employee Stock Option (right to buy)	\$ 17.32	11/20/2013		M	3,750	01/27/2010 ⁽²⁾ 01/27/2019	Common Stock	3,750
Employee Stock Option	\$ 34.78					01/26/2011 ⁽²⁾ 01/26/2020	Common Stock	12,000

(right to buy)					
Employee Stock Option (right to buy)	\$ 39.1	01/25/2012 ⁽²⁾	01/25/2021	Common Stock	10,800
Employee Stock Option (right to buy)	\$ 29.6	01/24/2013 ⁽²⁾	01/24/2022	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 33.79	01/22/2014 ⁽²⁾	01/22/2023	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226			Executive Vice President	

Signatures

/s/ Nicole V. Gersch on behalf of Michael T. Ritchie through Power of Attorney	11/22/2013
**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 November 20, 2013. Also includes performance restricted stock units (PRSUs) which were 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 equivalent 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 included in the total represents the portion that is not subject to such reduction as of November 20, 2013.
 - (2) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Exhibit 24 -- Power of Attorney for Michael T. Ritchie.

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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