

COMERICA INC /NEW/  
Form 4  
February 25, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Burkhart Megan D

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

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP - Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/23/2016		A		1,275 (1) \$ 0 27,241 (2)	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(3)</sup> 01/23/2017	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 <sup>(3)</sup> 01/22/2018	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010 <sup>(3)</sup> 01/27/2019	Common Stock	2,100
Employee Stock Option (right to buy)	\$ 34.78					01/26/2011 <sup>(3)</sup> 01/26/2020	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(3)</sup> 01/25/2021	Common Stock	11,000
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 <sup>(3)</sup> 01/24/2022	Common Stock	11,500
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(3)</sup> 01/22/2023	Common Stock	3,000

buy)					
Employee Stock Option	\$ 49.51	01/24/2015 <sup>(3)</sup>	01/21/2024	Common Stock	2,786
(right to buy)					
Employee Stock Option	\$ 42.32	01/27/2016 <sup>(3)</sup>	01/27/2025	Common Stock	3,325
(right to buy)					
Employee Stock Option	\$ 32.97	01/26/2017 <sup>(3)</sup>	01/26/2026	Common Stock	3,815
(right to buy)					

## Reporting Owners

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

## Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney 02/25/2016

\_\_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).
- On January 22, 2013, a "target" award of 8,500 performance restricted stock units (RSUs) was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The RSUs are settled in stock, with accrued dividend equivalents paid out annually in cash, and vest in one installment at the end of a 3-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 target award will be forfeited, with a maximum reduction of 45%. Previously, Comerica's Governance, Compensation and Nominating Committee certified that performance was achieved for the 2013 and 2014 fiscal years. On February 23, 2016 the Committee certified that performance was achieved for the 2015 fiscal year. The number of RSUs reported in this Form 4 represents the additional portion of the award that is not subject to reduction due to the achievement of the 2015 performance results.
- (1) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of February 23, 2016.
  - (2) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

### Remarks:

EXHIBIT 24 -- POWER OF ATTORNEY FOR MEGAN D. BURKHART

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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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