



Edgar Filing: COMERICA INC /NEW/ - Form 4

**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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 39.16					07/27/2011 <sup>(3)</sup> 07/27/2020	Common Stock	625
Employee Stock Option (Right to Buy)	\$ 39.1					01/25/2012 <sup>(3)</sup> 01/25/2021	Common Stock	1,225
Employee Stock Option (Right to Buy)	\$ 29.6					01/24/2013 <sup>(3)</sup> 01/24/2022	Common Stock	2,750
Employee Stock Option (Right to Buy)	\$ 33.79					01/22/2014 <sup>(3)</sup> 01/22/2023	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 49.51					01/21/2015 <sup>(3)</sup> 01/21/2024	Common Stock	1,578
Employee Stock Option (Right to Buy)	\$ 42.32					01/27/2016 <sup>(3)</sup> 01/27/2025	Common Stock	2,270
	\$ 32.97					01/26/2017 <sup>(3)</sup> 01/26/2026		3,515

Employee Stock Option (Right to Buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 67.66	01/24/2018 <sup>(3)</sup>	01/24/2027	Common Stock	1,925

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guilfoile Peter William 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	

## Signatures

/s/ Jennifer S. Perry, on behalf of Peter W. Guilfoile through Power of Attorney	03/02/2017
**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 21, 2014, a "target" award of 3,090 performance restricted stock units ("SELTPP units") was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The SELTPP units are settled in stock and vest in one installment following a certification of results for a three-year performance period. The performance period ended on December 31, 2016, and on
- (1) February 28, 2017, the SELTPP units vested upon Comerica's Governance, Compensation and Nominating Committee certification that (1) performance was achieved at 100.6% based upon satisfaction of a three-year average adjusted return on common equity performance goal and (2) the negative total shareholder return modifier of 10 percentage points would not be applied based upon satisfaction of a relative total shareholder return goal.
  - (2) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of February 28, 2017.
  - (3) The options vest in four equal annual installments (based on the original grant amount) 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.