

Buchanan John D  
Form 4  
January 30, 2018

**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 \*  
Buchanan John D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1717 MAIN STREET MC 6404  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/26/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Corporate Secretary

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/26/2018		M		1,844 A \$ 32.97	22,940 <sup>(1)</sup>	D
Common Stock	01/26/2018		S		54 D \$ 94.85	22,886 <sup>(1)</sup>	D
Common Stock	01/26/2018		S		101 D \$ 94.86	22,785 <sup>(1)</sup>	D
Common Stock	01/26/2018		S		150 D \$ 94.87	22,635 <sup>(1)</sup>	D
Common Stock	01/26/2018		S		1,000 D \$ 94.876	21,635 <sup>(1)</sup>	D

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Common Stock	01/26/2018	S	339	D	\$ 94.89	21,296 <sup>(1)</sup>	D
Common Stock	01/26/2018	S	100	D	\$ 94.891	21,196 <sup>(1)</sup>	D
Common Stock	01/26/2018	S	100	D	\$ 94.9	21,096 <sup>(1)</sup>	D
Common Stock	01/26/2018	M	727	A	\$ 67.66	21,823 <sup>(1)</sup>	D
Common Stock	01/26/2018	S	727	D	\$ 94.86	21,096 <sup>(1)</sup>	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 (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)	\$ 32.97	01/26/2018		M	1,844	01/26/2017 <sup>(2)</sup> 01/26/2026	Common Stock	1,844	
Employee Stock Option (right to buy)	\$ 67.66	01/26/2018		M	727	01/24/2018 <sup>(2)</sup> 01/24/2027	Common Stock	727	
Employee Stock Option (right to buy)	\$ 95.25					01/23/2019 <sup>(2)</sup> 01/23/2028	Common Stock	2,285	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buchanan John D 1717 MAIN STREET MC 6404 DALLAS, TX 75201			EVP & Corporate Secretary	

## Signatures

/s/ Jennifer S. Perry, on behalf of John D. Buchanan through Power of Attorney

01/30/2018

\_\_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 and restricted stock units as of January 26, 2018.

(2) 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.

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