

COMERICA INC /NEW/
Form 4
January 29, 2015

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 *
ANDERSON LARS C

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)
COMERICA
INCORPORATED, 1717 MAIN
STREET, MC-6405
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Chairman

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/27/2015		A	2,925 (1)	\$ 0 96,602 (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)	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)	\$ 42.24					12/31/2011 ⁽³⁾	12/31/2020	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 ⁽³⁾	01/25/2021	Common Stock	24,000
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽³⁾	01/24/2022	Common Stock	22,000
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽³⁾	01/22/2023	Common Stock	5,500
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽³⁾	01/21/2024	Common Stock	6,385
Employee Stock Option (right to buy)	\$ 42.32	01/27/2015		A	7,220	01/27/2016 ⁽³⁾	01/27/2025	Common Stock	7,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ANDERSON LARS C
COMERICA INCORPORATED
1717 MAIN STREET, MC-6405
DALLAS, TX 75201

Vice Chairman

Signatures

/s/ Jennifer S. Perry, on behalf of Lars C. Anderson through Power of Attorney

01/29/2015

__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) Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.
 - (2) Includes shares acquired through employee stock plans and restricted stock units as of January 27, 2015.
 - (3) 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 LARS C. ANDERSON

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.