

COMERICA INC /NEW/  
Form 4  
February 26, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Killian John M

(Last) (First) (Middle)

1717 MAIN STREET, MC 6405

(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)

02/24/2015

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 Credit 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/24/2015                              |                                                             | A                                    | (A)<br>or<br>(D)<br>1,575<br>(1)                                           | \$ 0                                                                                                               | 33,669 (2)                                                           | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable                                               | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 54.99                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/25/2006 <sup>(3)</sup>                                      | 04/21/2015         | Common<br>Stock                                                     | 11,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 56.47                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/24/2007 <sup>(3)</sup>                                      | 02/15/2016         | Common<br>Stock                                                     | 9,080                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 58.98                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/23/2008 <sup>(3)</sup>                                      | 01/23/2017         | Common<br>Stock                                                     | 9,500                               |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 39.1                                                               |                                         |                                                             |                                         |                                                                                                                       | 01/25/2012 <sup>(3)</sup>                                      | 01/25/2021         | Common<br>Stock                                                     | 14,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 29.6                                                               |                                         |                                                             |                                         |                                                                                                                       | 01/24/2013 <sup>(3)</sup>                                      | 01/24/2022         | Common<br>Stock                                                     | 14,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 33.79                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/22/2014 <sup>(3)</sup>                                      | 01/22/2023         | Common<br>Stock                                                     | 3,500                               |
| Employee<br>Stock<br>Option<br>(right to            | \$ 49.51                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/21/2015 <sup>(3)</sup>                                      | 01/21/2024         | Common<br>Stock                                                     | 3,444                               |

buy)

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|-------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                    | Other |
| Killian John M<br>1717 MAIN STREET<br>MC 6405<br>DALLAS, TX 75201 |               |           | EVP - Chief Credit Officer |       |

## Signatures

/s/ Jennifer S. Perry, on behalf of John M. Killian through Power of Attorney

02/26/2015

\_\_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) On January 22, 2013, a "target" award of 10,500 performance restricted stock units (PRSUs) was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The PRSUs 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%. On February 25, 2014, Comerica's Governance, Compensation and Nominating Committee certified that performance was achieved for the 2013 fiscal year, and on February 24, 2015, the Committee certified that performance was achieved for the 2014 fiscal year. The number of PRSUs reported in this Form 4 represents the additional portion of the award that is not subject to reduction due to the achievement of the 2014 performance results.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of February 24, 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 JOHN M. KILLIAN

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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