

COMERICA INC /NEW/  
Form 4  
January 27, 2016

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BABB RALPH W JR**

(Last) (First) (Middle)

**COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6400**

(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)  
**01/25/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Acquired<br>or 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                       | 01/25/2016                              |                                                             | F                                    | 18,462                                                              | D<br>\$<br>32.04                                                                                                   | 575,069 <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  
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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<br>Expiration<br>Date                         | Title<br>Amount or<br>Number of<br>Shares                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 56.47                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/24/2007 <sup>(2)</sup> 02/15/2016                           | Common<br>Stock 100,000                                             |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 58.98                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/23/2008 <sup>(2)</sup> 01/23/2017                           | Common<br>Stock 100,000                                             |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 37.45                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/22/2009 <sup>(2)</sup> 01/22/2018                           | Common<br>Stock 100,000                                             |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 17.32                                                              |                                         |                                                             |                                         |                                                                                                                       | 01/27/2010 <sup>(2)</sup> 01/27/2019                           | Common<br>Stock 83,600                                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 39.16                                                              |                                         |                                                             |                                         |                                                                                                                       | 07/27/2011 <sup>(2)</sup> 07/27/2020                           | Common<br>Stock 61,500                                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 39.1                                                               |                                         |                                                             |                                         |                                                                                                                       | 01/25/2012 <sup>(2)</sup> 01/25/2021                           | Common<br>Stock 115,300                                             |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 29.6                                                               |                                         |                                                             |                                         |                                                                                                                       | 01/24/2013 <sup>(2)</sup> 01/24/2022                           | Common<br>Stock 121,400                                             |

|                                                  |          |                           |            |                 |        |
|--------------------------------------------------|----------|---------------------------|------------|-----------------|--------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 33.79 | 01/22/2014 <sup>(2)</sup> | 01/22/2023 | Common<br>Stock | 34,700 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 49.51 | 01/21/2015 <sup>(2)</sup> | 01/21/2024 | Common<br>Stock | 27,863 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 42.32 | 01/27/2016 <sup>(2)</sup> | 01/27/2025 | Common<br>Stock | 31,495 |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                                           | Director      | 10% Owner | Officer        | Other |
| BABB RALPH W JR<br>COMERICA INCORPORATED<br>1717 MAIN STREET, MC 6400<br>DALLAS, TX 75201 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Jennifer S. Perry, on behalf of Ralph W. Babb, Jr. through Power of Attorney

01/27/2016

\_\_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).
- (1) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensaton plan as of January 25, 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 RALPH W. BABB, JR.

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.