FULTON J MICHAEL

Form 4

August 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **FULTON J MICHAEL**

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 08/20/2010

Director 10% Owner X_ Officer (give title Other (specify

Executive Vice President

COMERICA INCORPORATED, 333 W. SANTA

(Street)

(State)

CLARA, MC 4805

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN JOSE, CA 95113

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

91,198 (1) D

Common Stock

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

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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. Transactic Code (Instr. 8)	onof Derivative	6. Date Exercisable Date (Month/Day/Year	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Stock Option (right to buy)	\$ 51.43					01/23/2002(2)	05/02/2011	Common Stock	16,20
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(2)	04/17/2012	Common Stock	25,80
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(2)	04/17/2013	Common Stock	24,70
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	40,00
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006(2)	04/21/2015	Common Stock	40,00
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007(2)	02/15/2016	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008(2)	01/23/2017	Common Stock	32,00

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Employee Stock Option (right to buy)	\$ 37.45				01/22/2009(2)	01/22/2018	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(2)	01/27/2019	Common Stock	15,70
Phantom Stock Units (3)	<u>(4)</u>	08/20/2010	A	472	02/05/2011(5)	02/05/2011(5)	Common Stock	472
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011 <u>(2)</u>	07/27/2020	Common Stock	18,50

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FULTON J MICHAEL COMERICA INCORPORATED 333 W. SANTA CLARA, MC 4805 SAN JOSE, CA 95113

Executive Vice President

Signatures

/s/ Jennifer S. Perry, on behalf of J. Michael Fulton through Power of Attorney 08/24/2010

**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 compensation plan as of August 20, 2010.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.
- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (5) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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.

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