COMERICA INC /NEW/

Form 4

November 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue.

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

See Instruction

1(b).

Stock

Stock

Common

11/20/2013

(Print or Type Responses)

	Address of Reporting F	Person * 2. Issue Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	COME	RICA INC /NEW/ [CMA] f Earliest Transaction	(Check all applicable)			
(East)	(1131)	, 2.24.0		Director 10% Owner			
411 WEST	LAFAYETTE, M		Day/Year) 2013	Officer (give title Other (specify below) below) Executive Vice President			
	(Street)	4. If Amo	endment, Date Original	6. Individual or Joint/Group Filing(Check			
			nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
DETROIT,	MI 48226			Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tab	le I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D) Securities Form: Direct Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
		(Month/Day/Year)	(Instr. 8)	Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)			
			(A) or Code V Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)			
Common	11/20/2013		M 3,750 A \$	22,280 <u>(1)</u> D			

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

S

3,750

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18,530 (1)

D

17.32

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Securiti	vative ies ed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (right to buy)	\$ 52.5						04/16/2005(2)	04/16/2014	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 54.99						04/21/2006(2)	04/21/2015	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 56.47						02/15/2007(2)	02/15/2016	Common Stock	3,800
Employee Stock Option (right to buy)	\$ 58.98						01/23/2008(2)	01/23/2017	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 37.45						01/22/2009(2)	01/22/2018	Common Stock	4,150
Employee Stock Option (right to buy)	\$ 17.32	11/20/2013		M	3	,750	01/27/2010(2)	01/27/2019	Common Stock	3,750
Employee Stock Option	\$ 34.78						01/26/2011(2)	01/26/2020	Common Stock	12,00

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(right to buy)

Employee Stock

(right to buy)

Employee Stock

Option \$ 29.6 01/24/2013(2) 01/24/2022 Common Stock 8,000

(right to buy)

Employee Stock

Option \$ 33.79 01/22/2014(2) 0

01/22/2014⁽²⁾ 01/22/2023 Common Stock 2,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226

Executive Vice President

Signatures

/s/ Nicole V. Gersch on behalf of Michael T. Ritchie through Power of Attorney

11/22/2013

**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).

Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of November 20, 2013. Also includes performance restricted stock units (PRSUs) which were granted to the reporting person pursuant to the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan. The PRSUs are

- settled in stock, with accrued dividend equivalent paid out annually in cash. The PRSUs vest in one installment at the end of a three-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 PRSU target award will be forfieted, with a maximum reduction of 45% of the target award. The number of PRSUs included in the total represents the portion that is not subject to such reduction as of November 20, 2013.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Exhibit 24 -- Power of Attorney for Michael T. Ritchie.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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