

COMERICA INC /NEW/
Form 4/A
April 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
LEWIS JOHN D

(Last) (First) (Middle)
500 WOODWARD AVE., 31ST FLOOR

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2006

4. If Amendment, Date Original Filed (Month/Day/Year)
03/06/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/06/2006 | | M | 37,500 A \$ 25.42 | 178,406 ⁽²⁾ ₍₃₎ | D | |
| Common Stock | 03/06/2006 | | J ⁽¹⁾ | 25,360 D \$ 56.34 | 153,046 ⁽²⁾ ₍₃₎ | D | |

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 25.42 | 03/06/2006 | | M | 37,500 | 01/17/1997 ⁽⁴⁾ 04/14/2006 | Common Stock 37,500 |
| Employee Stock Option (right to buy) | \$ 40.25 | | | | | 01/20/1998 ⁽⁴⁾ 04/20/2007 | Common Stock 41,200 |
| Employee Stock Option (right to buy) | \$ 71.58 | | | | | 01/15/1999 ⁽⁴⁾ 03/20/2008 | Common Stock 50,000 |
| Employee Stock Option (right to buy) | \$ 66.81 | | | | | 01/14/2000 ⁽⁴⁾ 03/19/2009 | Common Stock 50,000 |
| Employee Stock Option (right to buy) | \$ 41.5 | | | | | 01/19/2001 ⁽⁴⁾ 03/17/2010 | Common Stock 75,000 |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | 01/22/2002 ⁽⁴⁾ 05/02/2011 | Common Stock 75,000 |
| Employee Stock Option (right to buy) | \$ 63.2 | | | | | 01/21/2003 ⁽⁴⁾ 04/17/2012 | Common Stock 70,000 |

buy)

Employee
Stock

Option \$ 40.32
(right to
buy)

01/27/2004⁽⁴⁾ 04/17/2013

Common
Stock 68,0

Employee
Stock

Option \$ 52.5
(right to
buy)

01/26/2005⁽⁴⁾ 04/16/2014

Common
Stock 65,0

Employee
Stock

Option \$ 54.99
(right to
buy)

01/25/2006⁽⁴⁾ 04/21/2015

Common
Stock 75,0

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS JOHN D 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226 | | | Vice Chairman | |

Signatures

/s/ Robert W. Spencer, Jr., on behalf of John D.
Lewis

04/05/2006

__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) Reflects the payment of an option exercise price and tax liability through the surrender of previously owned shares to the issuer.
- (2) This number includes 70,671 shares which had been previously reported as indirectly beneficially owned and are now being reported as directly owned which is why this amendment is being filed.
- (3) This number includes shares purchased under the CMA dividend reinvestment plan and shares acquired through employee stock plans as of March 6, 2006.
- (4) The options vest in four equal annual installments beginning on the date indicated in this column.

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.