

Ogden Thomas D  
 Form 4  
 January 28, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Ogden Thomas D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 500 WOODWARD AVENUE, 31ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 01/27/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

(Street)  
 DETROIT, MI 48226

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	01/27/2009		A		10,700 (1)	A	\$ 0
Common Stock					3,485	I	by Spouse

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

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SEC 1474 (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)	\$ 66.81					01/14/2000 <sup>(3)</sup> 03/19/2009	Common Stock 7,35
Employee Stock Option (Right to Buy)	\$ 41.5					01/19/2001 <sup>(3)</sup> 03/17/2010	Common Stock 8,00
Employee Stock Option (Right to Buy)	\$ 51.43					01/21/2002 <sup>(3)</sup> 05/02/2011	Common Stock 6,60
Employee Stock Option (Right to Buy)	\$ 63.2					01/21/2003 <sup>(3)</sup> 04/17/2012	Common Stock 12,0
Employee Stock Option (Right to Buy)	\$ 40.32					01/27/2004 <sup>(3)</sup> 04/17/2013	Common Stock 11,9
Employee Stock Option (Right to Buy)	\$ 52.5					01/26/2005 <sup>(3)</sup> 04/16/2014	Common Stock 8,50
Employee Stock Option (Right to Buy)	\$ 54.99					01/25/2006 <sup>(3)</sup> 04/21/2015	Common Stock 12,0

Buy)

Employee  
StockOption \$ 56.47  
(Right to  
Buy)01/24/2007<sup>(3)</sup> 02/15/2016Common  
Stock 10,6Employee  
StockOption \$ 58.98  
(Right to  
Buy)01/23/2008<sup>(3)</sup> 01/23/2017Common  
Stock 12,0Employee  
StockOption \$ 37.45  
(Right to  
Buy)01/22/2009<sup>(3)</sup> 01/22/2018Common  
Stock 20,0Employee  
StockOption \$ 17.32 01/27/2009  
(Right to  
Buy)

A 20,700

01/27/2010<sup>(3)</sup> 01/27/2019Common  
Stock 20,7

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ogden Thomas D 500 WOODWARD AVENUE 31ST FLOOR DETROIT, MI 48226			Executive Vice President	

## Signatures

/s/ Nicole V. Gersch on behalf of Thomas D.  
Ogden 01/28/2009

\_\_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) Shares of restricted stock awarded under Issuer's Long-Term Incentive Plan.

(2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 27, 2009.

(3) 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.

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