BILSTROM JON W

Form 4 April 06, 2010

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

COMERICA INC /NEW/ [CMA]

Symbol

1(b).

(Print or Type Responses)

BILSTROM JON W

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	3. Date of	Earliest Tra	nsaction						
COMERICA INCORPOR STREET, M	(Month/Day/Year) 04/02/2010					Director 10% OwnerX Officer (give title Other (specify below) EVP & Secretary					
	4. If Amer	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					
DALLAS, T						Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution any	emed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) or (A) or)	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 Beneficial Ownership (Instr. 4)	
Common Stock								1,500	I	by Jon W. Bilstrom Agency	
Common Stock								2,000	I	by Kathy Keeler Bilstrom Trust	

Agency

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

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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)

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. Transacti Code (Instr. 8)	onof Deriv	rative rities ired rosed	6. Date Exercisab 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)	\$ 44.91						01/02/2004(2)	01/02/2013	Common Stock	20,00
Employee Stock Option (right to buy)	\$ 52.5						01/26/2005(2)	04/16/2014	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 54.99						01/25/2006(2)	04/21/2015	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007(2)	02/15/2016	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 58.98						01/23/2008(2)	01/23/2017	Common Stock	25,00
Employee Stock	\$ 37.45						01/22/2009(2)	01/22/2018	Common Stock	25,00

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Option (right to buy)

Employee

Stock

Common 01/27/2010(2) 01/27/2019 \$ 17.32

Option (right to buy)

Phantom

Common 391 $02/05/2011^{(5)}$ $02/05/2011^{(5)}$ 391 Stock <u>(4)</u> 04/02/2010 Α Stock

Units (3)

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

BILSTROM JON W COMERICA INCORPORATED 1717 MAIN STREET, MC 6404 DALLAS, TX 75201

EVP & Secretary

Signatures

/s/ Nicole V. Gersch, on behalf of Jon W. Bilstrom through Power of Attorney

04/06/2010

20,30

Stock

**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 April 2, 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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