## Edgar Filing: BERAN JOHN R - Form 4

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| Form 4  |  |  |                                   |   |                                |  |   |  |  |  |  |
|---|--|--|-----------------------------------|---|--------------------------------|--|---|--|--|--|--|
| July 13, 2010   | 1  | ED STATES  | S SECUR                           | ITIES AI  | ND EXC                         | CHAN   | NGE (   | COMMISSION   | -  | PPROVAL  |  |
| Charle th   |  |  |                                   | hington, I  |                                |  |   |  | Number:  | 3235-0287  |  |
| Check thi<br>if no long<br>subject to<br>Section 10<br>Form 4 ou<br>Form 5<br>obligatior<br>may conti<br><i>See</i> Instru<br>1(b). | er <b>STAT</b><br>6.<br>Filed<br><sup>18</sup> Section | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section |                                   |   |                                |  |   |  |  | January 31,<br>2005<br>average<br>irs per<br>0.5 |  |
| (Print or Type R  | (esponses)   |  |                                   |   |                                |  |   |  |  |  |  |
| 1. Name and A<br>BERAN JOI  | 8  |  |                                   | Issuer  | ship of Reporting Person(s) to |  |   |  |  |  |  |
| (Last)  | (First)  | (Middle)   |                                   | Earliest Tra  |                                | [01/1  | 1   | (Check all applicable)   |  |  |  |
| COMERICA<br>INCORPOR<br>STREET, M   | (Month/Day/Year)<br>07/09/2010                         |  |                                   |   |                                | Director       10% Owner        X Officer (give title       Other (specify below)         below)       below)         Executive Vice President |   |  |  |  |  |
|   |  |  |                                   | . If Amendment, Date Original<br>iled(Month/Day/Year) |                                |  | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul> |  |  |  |  |
| DALLAS, T   | X 75201  |  |                                   |   |                                |  |   | Form filed by M<br>Person  |  |  |  |
| (City)  | (State)  | (Zip)  | Table                             | e I - Non-De  | erivative S                    | ecuri  | ties Ac   | quired, Disposed o   | f, or Beneficial   | lly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction<br>(Month/Day/Y                         | ear) Executi<br>any  | emed<br>on Date, if<br>/Day/Year) | Code<br>(Instr. 8)                                    | Disposed<br>(Instr. 3,         | (A) of (D<br>4 and<br>(A)<br>or  | )<br>5)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | Indirect<br>Beneficial                           |  |
| Common<br>Stock   |  |  |                                   | Code V  | Amount                         | (D)  | Price   | 87,466 <u>(1)</u>  | D  |  |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | onof<br>Derivative | 6. Date Exercisab<br>Date<br>(Month/Day/Year |                 | 7. Title and A<br>Underlying S<br>(Instr. 3 and | Securitie                       |
|---|---|---|---|---------------------------------------|--------------------|--|-----------------|---|---------------------------------|
|   |   |   |   | Code V                                | (A) (D)            | Date Exercisable                             | Expiration Date | Title   | Amour<br>or<br>Numbe<br>of Shar |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 51.43  |   |   |                                       |                    | 01/22/2002 <u>(2)</u>                        | 05/02/2011      | Common<br>Stock                                 | 15,80                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 63.2   |   |   |                                       |                    | 01/21/2003(2)                                | 04/17/2012      | Common<br>Stock                                 | 26,00                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 40.32  |   |   |                                       |                    | 01/27/2004(2)                                | 04/17/2013      | Common<br>Stock                                 | 35,00                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 52.5   |   |   |                                       |                    | 01/26/2005(2)                                | 04/16/2014      | Common<br>Stock                                 | 40,00                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 54.99  |   |   |                                       |                    | 01/25/2006(2)                                | 04/21/2015      | Common<br>Stock                                 | 40,00                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 56.47  |   |   |                                       |                    | 01/24/2007(2)                                | 02/15/2016      | Common<br>Stock                                 | 32,00                           |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 58.98  |   |   |                                       |                    | 01/23/2008 <u>(2)</u>                        | 01/23/2017      | Common<br>Stock                                 | 32,00                           |

| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 37.45   |            |   |     | 01/22/2009 <u>(2)</u> | 01/22/2018            | Common<br>Stock | 32,00 |
|--|------------|------------|---|-----|-----------------------|-----------------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 17.32   |            |   |     | 01/27/2010 <u>(2)</u> | 01/27/2019            | Common<br>Stock | 18,37 |
| Phantom<br>Stock<br>Units (3)                    | <u>(4)</u> | 07/09/2010 | A | 429 | 02/05/2011 <u>(5)</u> | 02/05/2011 <u>(5)</u> | Common<br>Stock | 429   |

## **Reporting Owners**

Attorney

| <b>Reporting Owner Name / Address</b>  |          |           | Relationships           |       |  |  |  |  |  |
|--|----------|-----------|-------------------------|-------|--|--|--|--|--|
|  | Director | 10% Owner | Officer                 | Other |  |  |  |  |  |
| BERAN JOHN R<br>COMERICA INCORPORATED<br>1717 MAIN STREET, MC 2459<br>DALLAS, TX 75201 |          |           | Executive Vice Presiden | t     |  |  |  |  |  |
| Signatures   |          |           |                         |       |  |  |  |  |  |
| /s/ Nicole V. Gersch, on behalf of John R. Beran through Power of 07/13/2010           |          |           |                         |       |  |  |  |  |  |

\*\*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 July 9, 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.