BABB RALPH W JR

Form 4

August 10, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BABB RALPH W JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

COMERICA INC /NEW/ [CMA] 3. Date of Earliest Transaction

(Check all applicable)

COMERICA INCORPORATED, 1717 MAIN STREET, MC 6400

08/06/2010

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

(Month/Day/Year)

Chairman, President & CEO

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 Form filed by More than One Reporting

DALLAS, TX 75201

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

Code V Amount (D) Price

419,774 (1) D

(Instr. 3 and 4)

Common Stock

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 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)	Securit	vative ies ed			7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 51.43						01/22/2002(2)	05/02/2011	Common Stock	75.
Employee Stock Option (right to buy)	\$ 54.95						10/01/2002(2)	09/30/2011	Common Stock	50.
Employee Stock Option (right to buy)	\$ 63.2						01/21/2003(2)	04/17/2012	Common Stock	125
Employee Stock Option (right to buy)	\$ 40.32						01/27/2004(2)	04/17/2013	Common Stock	70.
Employee Stock Option (right to buy)	\$ 52.5						01/26/2005(2)	04/16/2014	Common Stock	150
Employee Stock Option (right to buy)	\$ 54.99						01/25/2006(2)	04/21/2015	Common Stock	175
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007(2)	02/15/2016	Common Stock	100
	\$ 58.98						01/23/2008(2)	01/23/2017		100

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Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 37.45				01/22/2009(2)	01/22/2018	Common Stock	100
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(2)	01/27/2019	Common Stock	83.
Phantom Stock Units (3)	<u>(4)</u>	08/06/2010	A	1,866	02/05/2011(5)	02/05/2011(5)	Common Stock	1,
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011 <u>(2)</u>	07/27/2020	Common Stock	61.

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
BABB RALPH W JR COMERICA INCORPORATED 1717 MAIN STREET, MC 6400 DALLAS, TX 75201	X		Chairman, President & CEO				

Signatures

/s/ Jennifer S. Perry, on behalf of Ralph W. Babb, Jr. through Power of 08/10/2010 Attorney **Signature of Reporting Person

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 August 6, 2010.

Date

- (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.

Reporting Owners 3

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- (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.