COMERICA INC /NEW/

Form 4

January 28, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

OMB APPROVAL

OMB 3235-0287 Number:

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(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * **BILSTROM JON W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

COMERICA INC /NEW/ [CMA] (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

01/26/2016

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

EVP

below)

COMERICA INCORPORATED, 1717 MAIN STREET, MC 6404

(Street)

(State)

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)

(Zip)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea	r)	(Instr. 3 and	4)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (right to buy)	\$ 56.47				01/24/2007(1)	02/15/2016	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 58.98				01/23/2008(1)	01/23/2017	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(1)	01/27/2019	Common Stock	20,30
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011 <u>(1)</u>	07/27/2020	Common Stock	18,50
Employee Stock Option (right to buy)	\$ 39.1				01/25/2012(1)	01/25/2021	Common Stock	20,00
Employee Stock Option (right to buy)	\$ 29.6				01/24/2013(1)	01/24/2022	Common Stock	19,00
Employee Stock Option (right to buy)	\$ 33.79				01/22/2014(1)	01/22/2023	Common Stock	5,000
Employee Stock	\$ 49.51				01/21/2015(1)	01/21/2024	Common Stock	4,303

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 42.32				01/27/2016 <u>(1)</u>	01/27/2025	Common Stock	4,960
Employee Stock Option (right to buy)	\$ 32.97	01/26/2016	A	5,695	01/26/2017(1)	01/26/2026	Common Stock	5,695

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BILSTROM JON W COMERICA INCORPORATED 1717 MAIN STREET, MC 6404 DALLAS, TX 75201			EVP			

Signatures

/s/ Jennifer S. Perry, on behalf of Jon W. Bilstrom through Power of Attorney 01/28/2016

**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) The options vest in four equal annual installments (based on the original grant amount) 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.

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