

COMERICA INC /NEW/  
Form 4  
January 26, 2017

# 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 \*  
Carr Muneera S

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6500

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP & Chief Accounting Officer

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

### 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/24/2017		F	509	D	\$ 67.66	12,827 <sup>(1)</sup> D
Common Stock	01/24/2017		A	595 <sup>(2)</sup>	A	\$ 0	13,422 <sup>(1)</sup> D
Common Stock	01/25/2017		M	375	A	\$ 33.79	13,797 <sup>(3)</sup> D
Common Stock	01/25/2017		S	375	D	\$ 69.16	13,422 <sup>(3)</sup> D
Common Stock	01/25/2017		M	461	A	\$ 49.51	13,883 <sup>(3)</sup> D

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Common Stock	01/25/2017	S	361	D	\$ 69.14	13,522 <sup>(3)</sup>	D
Common Stock	01/25/2017	S	100	D	\$ 69.145	13,422 <sup>(3)</sup>	D
Common Stock	01/25/2017	M	532	A	\$ 42.32	13,954 <sup>(3)</sup>	D
Common Stock	01/25/2017	S	532	D	\$ 69.112	13,422 <sup>(3)</sup>	D

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

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(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. 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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.79	01/25/2017		M	375	01/22/2014 <sup>(4)</sup> 01/22/2023	Common Stock	375
Employee Stock Option (right to buy)	\$ 49.51	01/25/2017		M	461	01/21/2015 <sup>(4)</sup> 01/21/2024	Common Stock	461
Employee Stock Option (right to buy)	\$ 42.32	01/25/2017		M	532	01/27/2016 <sup>(4)</sup> 01/27/2025	Common Stock	532
Employee Stock	\$ 32.97					01/26/2017 <sup>(4)</sup> 01/26/2026	Common Stock	2,400

Option  
(right to  
buy)

Employee  
Stock

Option (right to buy)	\$ 67.66	01/24/2017	A	1,355	01/24/2018 <sup>(4)</sup>	01/24/2027	Common Stock	1,355
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carr Muneera S COMERICA INCORPORATED 1717 MAIN STREET, MC 6500 DALLAS, TX 75201			EVP & Chief Accounting Officer	

## Signatures

/s/ Jennifer S. Perry, on behalf of Muneera S. Carr through Power of Attorney 01/26/2017

\_\_\_\_\_\*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 as of January 24, 2017.
- (2) Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.
- (3) Includes shares acquired through employee stock plans as of January 25, 2017.
- (4) 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.