

Guilfoile Peter William
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Guilfoile Peter William

(Last) (First) (Middle)
 1717 MAIN STREET
 (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)
 02/26/2019

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)
 Executive Vice President

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 Ownership (Instr. 4)		
			Code	V	Amount or (D) Price				
Common Stock	02/26/2019		A		10,037 (1)	A	\$ 0	21,537 (2)	D
Common Stock	02/26/2019		F		3,950	D	\$ 86.37	17,587 (2)	D

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 39.1					01/25/2012 ⁽³⁾ 01/25/2021	Common Stock	1,225
Employee Stock Option (Right to Buy)	\$ 29.6					01/24/2013 ⁽³⁾ 01/24/2022	Common Stock	2,750
Employee Stock Option (Right to Buy)	\$ 33.79					01/22/2014 ⁽³⁾ 01/22/2023	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 49.51					01/21/2015 ⁽³⁾ 01/21/2024	Common Stock	1,578
Employee Stock Option (Right to Buy)	\$ 42.32					01/27/2016 ⁽³⁾ 01/27/2025	Common Stock	2,270
Employee Stock Option (Right to Buy)	\$ 32.97					01/26/2017 ⁽³⁾ 01/26/2026	Common Stock	3,515
	\$ 67.66					01/24/2018 ⁽³⁾ 01/24/2027		1,925

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 95.25	01/23/2019 ⁽³⁾	01/23/2028	Common Stock	1,500
Employee Stock Option (right to buy)	\$ 80.17	01/22/2020 ⁽³⁾	01/22/2029	Common Stock	2,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guilfoile Peter William 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Peter W. Guilfoile through Power of Attorney	02/28/2019
**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).
- On January 26, 2016, a "target" award of 7,960 performance restricted stock units ("SELTPP units") was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The SELTPP units are settled in stock and vest in one installment following certification of results for a three-year performance period. The performance period ended on December 31, 2018, and on
- (1) February 26, 2019, the SELTPP units vested upon Comerica's Governance, Compensation and Nominating Committee certification that (1) performance was achieved at 126.1% based upon satisfaction of a three-year average return on common equity excluding certain nonperformance items performance goal and (2) the negative total shareholder return modifier of 10 percentage points would not be applied based upon satisfaction of a relative total shareholder return goal.
 - (2) Includes shares acquired through employee stock plans, restricted stock units and shares purchased with reinvested dividends as of February 26, 2019.
 - (3) 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.