

FULTON J MICHAEL  
Form 4  
September 21, 2010

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FULTON J MICHAEL

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 333 W. SANTA  
CLARA, MC 4805

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

COMERICA INC /NEW/ [CMA]

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

09/17/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 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) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code V                               | Amount (D) Price                                                           | 78,098 <sup>(1)</sup>                                                                                              | 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: FULTON J MICHAEL - Form 4

| 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>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                 |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|-----------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date Exercisable                                                 | Expiration Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 51.43                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/23/2002 <sup>(2)</sup>                                        | 05/02/2011      | Common<br>Stock | 16,200                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 63.2                                                               |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/21/2003 <sup>(2)</sup>                                        | 04/17/2012      | Common<br>Stock | 25,800                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 40.32                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/27/2004 <sup>(2)</sup>                                        | 04/17/2013      | Common<br>Stock | 24,700                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 52.5                                                               |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/26/2005 <sup>(2)</sup>                                        | 04/16/2014      | Common<br>Stock | 40,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 54.99                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/25/2006 <sup>(2)</sup>                                        | 04/21/2015      | Common<br>Stock | 40,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 56.47                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/24/2007 <sup>(2)</sup>                                        | 02/15/2016      | Common<br>Stock | 32,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 58.98                                                              |                                         |                                                             |                                         |                                                                                                                    |                                                                |     | 01/23/2008 <sup>(2)</sup>                                        | 01/23/2017      | Common<br>Stock | 32,000                              |

|                                      |                |            |   |     |  |                           |                           |              |        |
|--------------------------------------|----------------|------------|---|-----|--|---------------------------|---------------------------|--------------|--------|
| Employee Stock Option (right to buy) | \$ 37.45       |            |   |     |  | 01/22/2009 <sup>(2)</sup> | 01/22/2018                | Common Stock | 32,000 |
| Employee Stock Option (right to buy) | \$ 17.32       |            |   |     |  | 01/27/2010 <sup>(2)</sup> | 01/27/2019                | Common Stock | 15,700 |
| Phantom Stock Units <sup>(3)</sup>   | <sup>(4)</sup> | 09/17/2010 | A | 452 |  | 02/05/2011 <sup>(5)</sup> | 02/05/2011 <sup>(5)</sup> | Common Stock | 452    |
| Employee Stock Option (right to buy) | \$ 39.16       |            |   |     |  | 07/27/2011 <sup>(2)</sup> | 07/27/2020                | Common Stock | 18,500 |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                          |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                  | Other |
| FULTON J MICHAEL<br>COMERICA INCORPORATED<br>333 W. SANTA CLARA, MC 4805<br>SAN JOSE, CA 95113 |               |           | Executive Vice President |       |

## Signatures

/s/ Jennifer S. Perry, on behalf of J. Michael Fulton through Power of Attorney 09/21/2010

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

### Explanation of Responses:

- |     |                                                                                                                                                                                           |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| * * | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).                                                                                                   |
| **  | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 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 September 17, 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.