

PIERGALLINI ALFRED A

Form 4

April 10, 2013

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 *
 PIERGALLINI ALFRED A

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

1717 MAIN STREET, MC 6404

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

04/08/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

DALLAS, TX 75201

(City) (State) (Zip)

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)
Common Stock	04/08/2013		A	280 ⁽¹⁾ A	\$ 34.65	65,488 ⁽²⁾ ⁽³⁾ D	

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

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 information contained in this form are not
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SEC 1474
 (9-02)

**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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 43.63							05/20/2004	05/20/2013	Common Stock	2,500
Director Stock Option (right to buy)	\$ 53.87							05/18/2005	05/18/2014	Common Stock	2,500
Restricted Stock Units	\$ 0 ⁽⁴⁾							08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	Common Stock	319

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PIERGALLINI ALFRED A 1717 MAIN STREET MC 6404 DALLAS, TX 75201	X

Signatures

/s/ Nicole V. Gersch, on behalf of Alfred A. Piergallini through Power of Attorney

04/10/2013

__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 shares were acquired by reporting person in connection with a distribution from one of issuer's deferred compensation plans.

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- (2) The shares that were acquired by reporting person in connection with this transaction have been included in Table I of previous filings, and accordingly, this transaction does not vary the amount of securities beneficially owned by reporting person.
- (3) Includes, among other things, stock units held pursuant to deferred director plans and restricted stock units as of April 8, 2013.
- (4) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (5) The restricted stock units vest one year after the date of grant. Vested shares are settled one year after cessation of service on the board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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