

COMERICA INC /NEW/

Form 4

July 22, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Duprey David E

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 3145

(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)
07/18/2013

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 below) ____ Other (specify
below) below)

EVP and General Auditor

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 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/18/2013		M		17,000	A	\$ 17.32	105,993 ⁽¹⁾	D
Common Stock	07/18/2013		F		11,212	D	\$ 42.15	94,781 ⁽¹⁾	D
Common Stock	07/18/2013		M		20,000	A	\$ 37.45	114,781 ⁽¹⁾	D
Common Stock	07/18/2013		F		18,475	D	\$ 42.15	96,306 ⁽¹⁾	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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 57.97					03/31/2007 ⁽²⁾ 03/31/2016	Common Stock 10,0
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽²⁾ 01/23/2017	Common Stock 18,8
Employee Stock Option (right to buy)	\$ 37.45	07/18/2013		M	20,000	01/22/2009 ⁽²⁾ 01/22/2018	Common Stock 20,0
Employee Stock Option (right to buy)	\$ 17.32	07/18/2013		M	17,000	01/27/2010 ⁽²⁾ 01/27/2019	Common Stock 17,0
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 ⁽²⁾ 07/27/2020	Common Stock 18,5
Employee Stock Option (right to	\$ 39.1					01/25/2012 ⁽²⁾ 01/25/2021	Common Stock 18,5

buy)

Employee
StockOption \$ 29.6
(right to
buy)01/24/2013⁽²⁾ 01/24/2022 Common
Stock 17,5Employee
StockOption \$ 33.79
(right to
buy)01/22/2014⁽²⁾ 01/22/2023 Common
Stock 4,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duprey David E COMERICA INCORPORATED 1717 MAIN STREET, MC 3145 DALLAS, TX 75201			EVP and General Auditor	

Signatures

/s/ Jennifer S. Perry, on behalf of David E. Duprey through Power of
Attorney

07/22/2013

__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) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of July 18, 2013.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Exhibit 24 - Power of Attorney for David E. Duprey

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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