

Ogden Thomas D
Form 4
January 29, 2013

FORM 4

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

OMB APPROVAL

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

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 *
Ogden Thomas D

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

COMERICA
INCORPORATED, 500
WOODWARD AVE., MC 3262

(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

DETROIT, MI 48226

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/25/2013		S		400	D	\$ 33.54
					58,760	(1)	D
Common Stock	01/25/2013		S		100	D	\$ 33.555
					58,660	(1)	D
Common Stock	01/25/2013		S		1,100	D	\$ 33.56
					57,560	(1)	D
Common Stock	01/25/2013		S		200	D	\$ 33.57
					57,360	(1)	D
Common Stock	01/25/2013		S		300	D	\$ 33.58
					57,060	(1)	D

Edgar Filing: Ogden Thomas D - Form 4

Common Stock	01/25/2013	S	200	D	\$ 33.605	56,860 ⁽¹⁾	D
Common Stock	01/25/2013	S	287	D	\$ 33.61	56,573 ⁽¹⁾	D
Common Stock	01/25/2013	S	300	D	\$ 33.615	56,273 ⁽¹⁾	D
Common Stock	01/25/2013	S	600	D	\$ 33.63	55,673 ⁽¹⁾	D
Common Stock	01/25/2013	S	235	D	\$ 33.661	55,438 ⁽¹⁾	D
Common Stock	01/25/2013	S	100	D	\$ 33.68	55,338 ⁽¹⁾	D
Common Stock	01/25/2013	S	1,300	D	\$ 33.695	54,038 ⁽¹⁾	D
Common Stock	01/25/2013	S	100	D	\$ 33.698	53,938 ⁽¹⁾	D
Common Stock	01/25/2013	S	100	D	\$ 33.699	53,838 ⁽¹⁾	D
Common Stock	01/25/2013	S	665	D	\$ 33.7	53,173 ⁽¹⁾	D

Common Stock						5	I	As Custodian of Uniform Gifts to Minors Act (UGMA) account for child
--------------	--	--	--	--	--	---	---	--

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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---

Edgar Filing: Ogden Thomas D - Form 4

(Instr. 3,
4, and 5)

				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V	(A)	(D)		
Employee Stock Option (right to buy)	\$ 40.32					Common Stock	11,900
				01/27/2004 ⁽²⁾	04/17/2013		
Employee Stock Option (right to buy)	\$ 52.5					Common Stock	8,500
				01/26/2005 ⁽²⁾	04/16/2014		
Employee Stock Option (right to buy)	\$ 54.99					Common Stock	12,000
				01/25/2006 ⁽²⁾	04/21/2015		
Employee Stock Option (right to buy)	\$ 56.47					Common Stock	10,600
				01/24/2007 ⁽²⁾	02/15/2016		
Employee Stock Option (right to buy)	\$ 58.98					Common Stock	12,000
				01/23/2008 ⁽²⁾	01/23/2017		
Employee Stock Option (right to buy)	\$ 37.45					Common Stock	20,000
				01/22/2009 ⁽²⁾	01/22/2018		
Employee Stock Option (right to buy)	\$ 17.32					Common Stock	5,175
				01/27/2010 ⁽²⁾	01/27/2019		
Employee Stock Option (right to buy)	\$ 39.16					Common Stock	13,000
				07/27/2011 ⁽²⁾	07/27/2020		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ogden Thomas D COMERICA INCORPORATED 500 WOODWARD AVE., MC 3262 DETROIT, MI 48226			Executive Vice President	

Signatures

/s/ Nicole V. Gersch, on behalf of Thomas D. Ogden through Power of Attorney	01/29/2013
**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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 25, 2013.
- (2) The options vest in four equal annual installments 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.