

Ogden Thomas D
 Form 4
 May 20, 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 *
 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)
 05/16/2013

____ 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)
				(A) or (D)	Price		
Common Stock	05/16/2013		M	V	5,175 A \$ 17.32	58,376 ⁽¹⁾	D
Common Stock	05/16/2013		F		3,188 D \$ 39.5	55,188 ⁽¹⁾	D
Common Stock	05/17/2013		S		1,987 D \$ 39.775	53,201	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.

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

Option
(right to
buy)

Employee
Stock

Option \$ 37.45
(right to
buy)

01/22/2009⁽²⁾ 01/22/2018

Common
Stock 20,00

Employee
Stock

Option \$ 17.32 05/16/2013
(right to
buy)

M 5,175 01/27/2010⁽²⁾ 01/27/2019

Common
Stock 5,175

Employee
Stock

Option \$ 39.16
(right to
buy)

07/27/2011⁽²⁾ 07/27/2020

Common
Stock 13,00

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 05/20/2013

__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 May 17, 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.