COMERICA INC /NEW/
Form 4
February 02, 2017

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burkhart Megan D

(Last) (First) (Middle)

1717 MAIN STREET, MC 6515

(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)
01/31/2017

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)
EVP - Chief HR Officer

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	01/31/2017		M		2,800	A	$ 37.45	24,550 (1)	D	
Common Stock	01/31/2017		S		2,800	D	$ 68.419 (2)	21,750 (1)	D	
Common Stock	01/31/2017		M		15,000	A	$ 34.78	36,750 (1)	D	
Common Stock	01/31/2017		S		15,000	D	$ 67.283 (3)	21,750 (1)	D	
	01/31/2017		M		11,000	A	$ 39.1	32,750 (1)	D	

Common Stock								
Common Stock	01/31/2017		S	6,139	D	$ 68.102 (4)	26,611 (1)	D
Common Stock	01/31/2017		S	4,861	D	$ 67.369 (5)	21,750 (1)	D

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

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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)

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 Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	$ 37.45	01/31/2017		M			2,800	01/22/2009(6)	01/22/2018	Common Stock	2,80
Employee Stock Option (right to buy)	$ 34.78	01/31/2017		M			15,000	01/26/2011(6)	01/26/2020	Common Stock	15,0
Employee Stock Option (right to buy)	$ 39.1	01/31/2017		M			11,000	01/25/2012(6)	01/25/2021	Common Stock	11,0
Employee Stock Option (right to	$ 33.79							01/22/2014(6)	01/22/2023	Common Stock	3,00

buy)						
Employee Stock Option (right to buy)	$ 49.51		01/24/2015(6)	01/21/2024	Common Stock	2,78
Employee Stock Option (right to buy)	$ 42.32		01/27/2016(6)	01/27/2025	Common Stock	3,32
Employee Stock Option (right to buy)	$ 32.97		01/26/2017(6)	01/26/2026	Common Stock	3,81
Employee Stock Option (right to buy)	$ 67.66		01/24/2018(6)	01/24/2027	Common Stock	2,05

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201			EVP - Chief HR Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney	02/02/2017
**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 January 31, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $68.00 to $68.57, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $66.88 to $67.58, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $68.00 to $68.58, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $67.26 to $67.46, inclusive.

(6) The options vest in four equal annual installments (based on the original grant amount) 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.
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