COMERICA INC /NEW/
Form 4
March 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
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE MICHAEL T

(Last) (First) (Middle)

411 WEST LAFAYETTE, MC-3247

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2017

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)
Executive Vice President

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	02/28/2017		A		5,104 (1)	A	$ 0	24,349 (2)	D	
Common Stock	02/28/2017		F		2,359	D	$ 71.28	21,990 (2)	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 of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	$ 33.79							01/22/2014[3]	01/22/2023	Common Stock	2,000	
Employee Stock Option (right to buy)	$ 49.51							01/21/2015[3]	01/21/2024	Common Stock	2,592	
Employee Stock Option (right to buy)	$ 42.32							01/27/2016[3]	01/27/2025	Common Stock	3,060	
Employee Stock Option (right to buy)	$ 32.97							01/26/2017[3]	01/26/2026	Common Stock	4,265	
Employee Stock Option (right to buy)	$ 67.66							01/24/2018[3]	01/24/2027	Common Stock	2,210	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RITCHIE MICHAEL T
411 WEST LAFAYETTE, MC-3247
DETROIT, MI 48226

Executive Vice President

Signatures

/s/ Jennifer S. Perry on behalf of Michael T. Ritchie through Power of Attorney	03/02/2017
**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) On January 21, 2014, a "target" award of 5,074 performance restricted stock units ("SELTPP units") was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The SELTPP units are settled in stock and vest in one installment following a certification of results for a three-year performance period. The performance period ended on December 31, 2016, and on February 28, 2017, the SELTPP units vested upon Comerica's Governance, Compensation and Nominating Committee certification that (1) performance was achieved at 100.6% based upon satisfaction of a three-year average adjusted return on common equity performance goal and (2) the negative total shareholder return modifier of 10 percentage points would not be applied based upon satisfaction of a relative total shareholder return goal.

(2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of February 28, 2017.

(3) 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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