ELENBAAS MARVIN J

Form 4

January 28, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ELENBAAS MARVIN J

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

COMERICA BANK, 411 W.

LAFAYETTE

(City)

(Instr. 3)

(Month/Day/Year) 01/27/2009

X_ Officer (give title Other (specify

below) below) SVP & Chief Accounting Officer

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

DETROIT, MI 48226

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if Code (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

D

Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock

 $24,606 \frac{(1)}{2}$

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

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SEC 1474 (9-02)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right to buy)	\$ 66.81					01/14/2000(2)	03/19/2009	Common Stock	5,950
Employee Stock Option (right to buy)	\$ 41.5					01/19/2001(2)	03/17/2010	Common Stock	5,950
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002(2)	05/02/2011	Common Stock	5,324
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(2)	04/17/2012	Common Stock	6,400
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(2)	04/17/2013	Common Stock	1,900
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	4,100
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <u>(2)</u>	04/21/2015	Common Stock	5,600

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Employee Stock Option (right to buy)	\$ 56.47				01/24/2007 <u>(2)</u>	02/15/2016	Common Stock	4,800
Employee Stock Option (right to buy)	\$ 58.98				01/23/2008 <u>(2)</u>	01/23/2017	Common Stock	4,500
Employee Stock Option (right to buy)	\$ 37.45				01/22/2009(2)	01/22/2018	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 17.32	01/27/2009	A	8,200	01/27/2010 <u>(2)</u>	01/27/2019	Common Stock	8,200

Reporting Owners

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

ELENBAAS MARVIN J COMERICA BANK 411 W. LAFAYETTE DETROIT, MI 48226

SVP & Chief Accounting Officer

Signatures

/s/ Nicole V. Gersch on behalf of Marvin J.
Elenbaas 01/28/2009

**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 27, 2009.
- (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.

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