

COMERICA INC /NEW/  
Form 4  
November 18, 2016

# 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 \*  
Moore Christine M

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 411 WEST  
LAFAYETTE, MC 3387

(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)  
11/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP and General Auditor

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 11/17/2016                           |  | M                              | 3,000 A \$ 58.98  | 16,667 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 11/17/2016                           |  | F <sup>(1)</sup>               | 2,951 D \$ 60.57  | 13,716 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 11/17/2016                           |  | M                              | 3,300 A \$ 37.45  | 17,016 <sup>(2)</sup>   | D  |                                   |
| Common Stock                    | 11/17/2016                           |  | F <sup>(1)</sup>               | 2,466 D \$ 60.57  | 14,550 <sup>(2)</sup>   | D  |                                   |

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

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(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) | 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)       | \$ 58.98   | 11/17/2016                           |  | M                              | 3,000   | 01/23/2008 <sup>(3)</sup> 01/23/2017                     | Common Stock  | 3,000                      |                            |
| Employee Stock Option (right to buy)       | \$ 37.45   | 11/17/2016                           |  | M                              | 3,300   | 01/22/2009 <sup>(3)</sup> 01/22/2018                     | Common Stock  | 3,300                      |                            |
| Employee Stock Option (right to buy)       | \$ 17.32   |                                      |  |                                |   | 01/27/2010 <sup>(3)</sup> 01/27/2019                     | Common Stock  | 3,200                      |                            |
| Employee Stock Option (right to buy)       | \$ 34.78   |                                      |  |                                |   | 01/26/2011 <sup>(3)</sup> 01/26/2020                     | Common Stock  | 4,800                      |                            |
| Employee Stock Option (right to buy)       | \$ 39.1  |                                      |  |                                |   | 01/25/2012 <sup>(3)</sup> 01/25/2021                     | Common Stock  | 3,200                      |                            |
| Employee Stock Option                      | \$ 29.6  |                                      |  |                                |   | 01/24/2013 <sup>(3)</sup> 01/24/2022                     | Common Stock  | 3,000                      |                            |

|                                      |          |                           |            |              |       |
|--------------------------------------|----------|---------------------------|------------|--------------|-------|
| (right to buy)                       |          |                           |            |              |       |
| Employee Stock Option (right to buy) | \$ 33.79 | 01/22/2014 <sup>(3)</sup> | 01/22/2023 | Common Stock | 2,750 |
| Employee Stock Option (right to buy) | \$ 49.51 | 01/21/2015 <sup>(3)</sup> | 01/21/2024 | Common Stock | 2,205 |
| Employee Stock Option (right to buy) | \$ 42.32 | 01/27/2016 <sup>(3)</sup> | 01/27/2025 | Common Stock | 2,545 |
| Employee Stock Option (right to buy) | \$ 32.97 | 01/26/2017 <sup>(3)</sup> | 01/26/2026 | Common Stock | 1,845 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Moore Christine M<br>COMERICA INCORPORATED<br>411 WEST LAFAYETTE, MC 3387<br>DETROIT, MI 48226 |               |           | EVP and General Auditor |       |

## Signatures

/s/ Nicole V. Gersch, on behalf of Christine M. Moore through Power of Attorney

11/18/2016

\_\_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) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (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 November 17, 2016.
- (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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