

Ogden Thomas D
Form 4
December 14, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ogden Thomas D

(Last) (First) (Middle)

COMERICA
INCORPORATED, 500
WOODWARD AVE., MC 3262

(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)
12/10/2010

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) 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					41,855 ⁽¹⁾	D	
Common Stock					5	I	As Custodian of Uniform Gifts to Minors Act (UGMA) account for child

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 51.43							01/21/2002 ⁽²⁾	05/02/2011	Common Stock	6,600
Employee Stock Option (right to buy)	\$ 63.2							01/21/2003 ⁽²⁾	04/17/2012	Common Stock	12,000
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	\$ 56.47							01/24/2007 ⁽²⁾	02/15/2016	Common Stock	10,600

Option
(right to
buy)

Employee
Stock

Option \$ 58.98
(right to
buy)

01/23/2008⁽²⁾

01/23/2017

Common
Stock

12,000

Employee
Stock

Option \$ 37.45
(right to
buy)

01/22/2009⁽²⁾

01/22/2018

Common
Stock

20,000

Employee
Stock

Option \$ 17.32
(right to
buy)

01/27/2010⁽²⁾

01/27/2019

Common
Stock

20,700

Phantom
Stock
Units ⁽³⁾

⁽⁴⁾

12/10/2010

A

289

02/05/2011⁽⁵⁾

02/05/2011⁽⁵⁾

Common
Stock

289

Employee
Stock

Option \$ 39.16
(right to
buy)

07/27/2011⁽²⁾

07/27/2020

Common
Stock

13,000

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/ Jennifer S. Perry, on behalf of Thomas D. Ogden through Power of Attorney

12/14/2010

⁽¹⁾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 December 10, 2010.

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- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.
- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (5) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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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