

GUMMER CHARLES L  
 Form 4  
 December 28, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 GUMMER CHARLES L

(Last) (First) (Middle)

COMERICA  
 INCORPORATED, 1717 MAIN  
 STREET, MC 6507

(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)  
 12/24/2010

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)  
 Executive Vice President

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)
Common Stock				(A) or (D)	88,671 <sup>(1)</sup>	D	
Common Stock				(A) or (D)	1,500	I	By Spouse

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

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SEC 1474  
 (9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 <sup>(2)</sup> 05/02/2011	Common Stock 15,800
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003 <sup>(2)</sup> 04/17/2012	Common Stock 24,800
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 <sup>(2)</sup> 04/17/2013	Common Stock 24,500
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 <sup>(2)</sup> 04/16/2014	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <sup>(2)</sup> 04/21/2015	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 <sup>(2)</sup> 02/15/2016	Common Stock 20,500
Employee Stock	\$ 58.98					01/23/2008 <sup>(2)</sup> 01/23/2017	Common Stock 25,000

Option  
(right to  
buy)

Employee  
Stock

Option \$ 37.45 01/22/2009<sup>(2)</sup> 01/22/2018 Common Stock 25,000  
(right to  
buy)

Employee  
Stock

Option \$ 17.32 01/27/2010<sup>(2)</sup> 01/27/2019 Common Stock 23,300  
(right to  
buy)

Phantom  
Stock Units <sup>(3)</sup> (4) 12/24/2010 A 352 02/05/2011<sup>(5)</sup> 02/05/2011<sup>(5)</sup> Common Stock 352

Employee  
Stock

Option \$ 39.16 07/27/2011<sup>(2)</sup> 07/27/2020 Common Stock 18,500  
(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUMMER CHARLES L COMERICA INCORPORATED 1717 MAIN STREET, MC 6507 DALLAS, TX 75201			Executive Vice President	

## Signatures

/s/ Jennifer S. Perry, on behalf of Charles L. Gummer through Power of Attorney 12/28/2010

\_\_\_\_\_  
\*\*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 24, 2010.
  - (2) The options vest in four equal annual installments beginning on the date indicated on 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.

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