

ACTON ELIZABETH S  
Form 4  
February 16, 2011

**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 \*  
ACTON ELIZABETH S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6402

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2011

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP and CFO

(Street)  
DALLAS, TX 75201

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**

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)
				(A) or (D)	Price		
Common Stock	02/14/2011		S	5,800	D \$ 39.79	93,093 <sup>(1)</sup>	D
Common Stock	02/15/2011		F	1,852	D \$ 39.74	91,241 <sup>(1)</sup>	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)

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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)	8. 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)	\$ 62.02					04/15/2003 <sup>(2)</sup>	04/13/2012	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 <sup>(2)</sup>	04/16/2014	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <sup>(2)</sup>	04/21/2015	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 <sup>(2)</sup>	02/15/2016	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(2)</sup>	01/23/2017	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 <sup>(2)</sup>	01/22/2018	Common Stock	32,000
Employee Stock	\$ 17.32					01/27/2010 <sup>(2)</sup>	01/27/2019	Common Stock	11,600

Option  
(right to  
buy)

Employee  
Stock

Option \$ 39.16  
(right to  
buy)

07/27/2011<sup>(2)</sup> 07/27/2020 Common  
Stock 18,500

Employee  
Stock

Option \$ 39.1  
(right to  
buy)

01/25/2012<sup>(2)</sup> 01/25/2021 Common  
Stock 23,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACTON ELIZABETH S COMERICA INCORPORATED 1717 MAIN STREET, MC 6402 DALLAS, TX 75201			EVP and CFO	

## Signatures

/s/ Jennifer S. Perry, on behalf of Elizabeth S. Acton through Power of Attorney

02/16/2011

\_\_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 February 14, 2011.
- (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.