

COMERICA INC /NEW/  
Form 4  
November 22, 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 \*  
Burkhart Megan D

(Last) (First) (Middle)

1717 MAIN STREET, MC 6515

(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)  
11/18/2016

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 - Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/18/2016		M		2,100 A \$ 17.32	27,019 <sup>(2)</sup>	D
Common Stock	11/18/2016		F <sup>(1)</sup>		1,227 D \$ 61.04	25,792 <sup>(2)</sup>	D
Common Stock	11/18/2016		M		3,200 A \$ 58.98	28,992 <sup>(2)</sup>	D
Common Stock	11/18/2016		F <sup>(1)</sup>		3,138 D \$ 61.04	25,854 <sup>(2)</sup>	D
Common Stock	11/18/2016		M		11,500 A \$ 29.6	37,354 <sup>(2)</sup>	D

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Common Stock	11/18/2016	F <sup>(1)</sup>	8,062	D	\$ 61.04	29,292 <sup>(2)</sup>	D
Common Stock	11/21/2016	S	3,873	D	\$ 60.72	25,419 <sup>(3)</sup>	D
Common Stock	11/21/2016	S	500	D	\$ 60.73	24,919 <sup>(3)</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 Security (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	11/18/2016		M	3,200	01/23/2008 <sup>(4)</sup>	01/23/2017	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 <sup>(4)</sup>	01/22/2018	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 17.32	11/18/2016		M	2,100	01/27/2010 <sup>(4)</sup>	01/27/2019	Common Stock	2,100
Employee Stock Option (right to buy)	\$ 34.78					01/26/2011 <sup>(4)</sup>	01/26/2020	Common Stock	15,000

Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(4)</sup>	01/25/2021	Common Stock	11,0
Employee Stock Option (right to buy)	\$ 29.6	11/18/2016	M	11,500		01/24/2013 <sup>(4)</sup>	01/24/2022	Common Stock	11,5
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(4)</sup>	01/22/2023	Common Stock	3,00
Employee Stock Option (right to buy)	\$ 49.51					01/24/2015 <sup>(4)</sup>	01/21/2024	Common Stock	2,78
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 <sup>(4)</sup>	01/27/2025	Common Stock	3,32
Employee Stock Option (right to buy)	\$ 32.97					01/26/2017 <sup>(4)</sup>	01/26/2026	Common Stock	3,81

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201			EVP - Chief HR Officer	

## Signatures

/s/ Nicole V. Gersch, on behalf of Megan D. Burkhart through Power of Attorney

11/22/2016

\_\_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 and shares purchased with reinvested dividends as of November 18, 2016.
- (3) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of November 21, 2016.
- (4) 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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