

BABB RALPH W JR  
Form 4  
April 21, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Babb, Jr., Ralph W.</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Comerica Incorporated (CMA)</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p>
<p>Comerica Incorporated 500 Woodward Avenue MC 3388</p>	<p><b>4. Statement for</b> <i>(Month/Day/Year)</i></p> <p>April 17, 2003</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p style="text-align: center;"><i>(Street)</i></p> <p>Detroit, MI 48275</p>	<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="padding-left: 20px;">President &amp; Chief Executive Officer</p>	<p><b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p style="text-align: center;"><i>(City)                      (State)                      (Zip)</i></p>		

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)  
or  
Code V Amount (D) Price

Common Stock					88,359 (1)	D	
Common Stock					2,237 (2)	I	by 401(k) plan

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
Employee Stock Option (Right to Buy)	\$21.00					

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(3)	7/01/2005	Common Stock	22,500	22,500	D
(4)	4/14/2006	Common Stock	18,000	18,000	D
(5)	4/20/2007	Common Stock	21,000	21,000	D
(6)	3/20/2008	Common Stock	25,000	25,000	D
(7)	3/19/2009	Common Stock	40,000	40,000	D
(8)	3/17/2010	Common Stock	75,000	75,000	D
(9)	4/30/2011	Common Stock	75,000	75,000	D
(10)	10/01/2011	Common Stock	50,000	50,000	D
(11)	4/17/2012	Common Stock	125,000	125,000	D
(12)	4/17/2013	Common Stock	120,000	120,000	D

**Explanation of Responses:**

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- (1) This number includes shares purchased under the CMA dividend reinvestment plan and shares acquired through employee stock plans as of March 26, 2003.
- (2) As of March 26, 2003.
- (3) The option vests in four equal annual installments beginning on May 1, 1996.
- (4) The option vests in four equal annual installments beginning on January 17, 1997.
- (5) The option vests in four equal annual installments beginning on January 20, 1998.
- (6) The option vests in four equal annual installments beginning on January 15, 1999.
- (7) The option vests in four equal annual installments beginning on January 14, 2000.
- (8) The option vests in four equal annual installments beginning on January 19, 2001.
- (9) The option vests in four equal annual installments beginning on January 22, 2002.
- (10) The option vests in four equal annual installments beginning on October 1, 2002.
- (11) The option vests in four equal annual installments beginning on January 21, 2003.
- (12) The option vests in four equal annual installments beginning on January 27, 2004.

Carol H. Rodriguez, on  
behalf of  
Ralph W. Babb, Jr.

4/18/2003

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.