

BERAN JOHN R
Form 4
August 28, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERAN JOHN R

(Last) (First) (Middle)

1717 MAIN STREET

(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)

08/28/2009

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)

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)
Common Stock	08/28/2009		S	V Amount (D) Price 2,571 D \$ 26.7874	81,555 ⁽¹⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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

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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)	\$ 41.5					01/19/2001 ⁽²⁾	03/17/2010	Common Stock	17,400
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 ⁽²⁾	05/02/2011	Common Stock	15,800
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003 ⁽²⁾	04/17/2012	Common Stock	26,000
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 ⁽²⁾	04/17/2013	Common Stock	35,000
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 ⁽²⁾	04/16/2014	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 ⁽²⁾	04/21/2015	Common Stock	40,000
Employee Stock Option (right to	\$ 56.47					01/24/2007 ⁽²⁾	02/15/2016	Common Stock	32,000

buy)

Employee

Stock

Option \$ 58.98

(right to

buy)

01/23/2008⁽²⁾ 01/23/2017 Common Stock 32,000

Employee

Stock

Option \$ 37.45

(right to

buy)

01/22/2009⁽²⁾ 01/22/2018 Common Stock 32,000

Employee

Stock

Option \$ 17.32

(right to

buy)

01/27/2010⁽²⁾ 01/27/2019 Common Stock 24,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERAN JOHN R 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Nicole V. Gersch on behalf of John R.
Beran

08/28/2009

**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 August 28, 2009.

(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.

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