

COMERICA INC /NEW/  
Form 4  
February 02, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
01/31/2017

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/31/2017		M		2,800 A \$ 37.45 24,550 <sup>(1)</sup>	D	
Common Stock	01/31/2017		S		2,800 D \$ 68.419 21,750 <sup>(1)</sup> <sub>(2)</sub>	D	
Common Stock	01/31/2017		M		15,000 A \$ 34.78 36,750 <sup>(1)</sup>	D	
Common Stock	01/31/2017		S		15,000 D \$ 67.283 21,750 <sup>(1)</sup> <sub>(3)</sub>	D	
	01/31/2017		M		11,000 A \$ 39.1 32,750 <sup>(1)</sup>	D	

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Common  
Stock

Common Stock	01/31/2017	S	6,139	D	\$ 68.102 (4)	26,611 (1)	D
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Common Stock	01/31/2017	S	4,861	D	\$ 67.369 (5)	21,750 (1)	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.45	01/31/2017		M	2,800	01/22/2009 <sup>(6)</sup> 01/22/2018	Common Stock 2,800
Employee Stock Option (right to buy)	\$ 34.78	01/31/2017		M	15,000	01/26/2011 <sup>(6)</sup> 01/26/2020	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 39.1	01/31/2017		M	11,000	01/25/2012 <sup>(6)</sup> 01/25/2021	Common Stock 11,000
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(6)</sup> 01/22/2023	Common Stock 3,000

buy)

Employee  
Stock

Option \$ 49.51  
(right to  
buy)

01/24/2015<sup>(6)</sup> 01/21/2024

Common  
Stock

2,78

Employee  
Stock

Option \$ 42.32  
(right to  
buy)

01/27/2016<sup>(6)</sup> 01/27/2025

Common  
Stock

3,32

Employee  
Stock

Option \$ 32.97  
(right to  
buy)

01/26/2017<sup>(6)</sup> 01/26/2026

Common  
Stock

3,81

Employee  
Stock

Option \$ 67.66  
(right to  
buy)

01/24/2018<sup>(6)</sup> 01/24/2027

Common  
Stock

2,05

## 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/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney 02/02/2017

\_\_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 and shares purchased with reinvested dividends as of January 31, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.57, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.88 to \$67.58, inclusive.

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.58, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.26 to \$67.46, inclusive.
- (6) 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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