### Edgar Filing: COMERICA INC /NEW/ - Form 4

COMERICA	INC /NEW/										
Form 4											
January 29, 2	2014										
FORM	<b>4</b> UNITED S	STATES SE					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.STATEMENT OF CHANGES IN BENEFICIAL SECURITIESForm 4 or Form 5 					xchange Act of	WNERSHIP OF mge Act of 1934, of 1935 or Section					
(Print or Type R	Responses)										
FAUBION J PATRICK Symbol			nbol	er Name <b>and</b> Ticker or Trading ERICA INC /NEW/ [CMA]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date (Month			Date of Earlies onth/Day/Year /27/2014	-				(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) below) Executive Vice President			
	(Street) 4. If Amendment, D Filed(Month/Day/Yea			Year) Applicable L _X_Form fil			Applicable Line) _X_ Form filed by C	or Joint/Group Filing(Check e) by One Reporting Person by More than One Reporting			
DALLAS, T	TX 75201							Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table I - No	n-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Year) (Instr.	8)	4. Securit n(A) or Di (Instr. 3, -	sposed	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/27/2014		F		294	D	\$ 46.57	42,797 <u>(1)</u>	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 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

#### 1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) TransactionNumber Expiration Date Underlying Securities Conversion Execution Date, if or Exercise (Month/Day/Year) (Instr. 3 and 4) Security Code of any (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Expiration or Date Exercisable Title Date Number Code V (A) (D) of Shares Employee Stock Common 01/26/2005(2) 04/16/2014 Option \$ 52.5 6,000 Stock (right to buy) Employee Stock Common Option \$ 54.99 01/25/2006(2) 04/21/2015 6,000 Stock (right to buy) Employee Stock Common Option \$ 56.47 01/24/2007(2) 02/15/2016 6,000 Stock (right to buy) Employee Stock Common 01/23/2008(2) 01/23/2017 Option 6,000 \$ 58.98 Stock (right to buy) Employee Stock Common Option \$ 37.45 01/22/2009(2) 01/22/2018 5,300 Stock (right to buy) Employee Stock Common 01/26/2011(2) 01/26/2020 Option \$34.78 15,000 Stock (right to buy) Employee \$ 39.1 01/25/2012(2) 01/25/2021 Common 16,400 Stock Stock Option (right to

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buy)					
Employee Stock Option (right to buy)	\$ 29.6	01/24/2013 <u>(2)</u>	01/24/2022	Common Stock	14,500
Employee Stock Option (right to buy)	\$ 33.79	01/22/2014 <u>(2)</u>	01/22/2023	Common Stock	3,370
Employee Stock Option (right to buy)	\$ 49.51	01/21/2015 <u>(2)</u>	01/21/2024	Common Stock	3,018

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FAUBION J PATRICK COMERICA INCORPORATED 1717 MAIN STREET, MC 6507 DALLAS, TX 75201			Executive Vice Preside	ent		
Signatures						
/s/ Jennifer S. Perry, on behalf of Attorney	Pat Faubi	on through P	_	1/29/2014		

\*\*Signature of Reporting Person

## **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).
- Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a (1) deferred compensaton plan as of January 27, 2014.
- (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.

Date