

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
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 ⁽¹⁾	D
Common Stock	01/31/2017		S		2,800 D \$ 68.419	21,750 ⁽¹⁾	D
Common Stock	01/31/2017		M		15,000 A \$ 34.78	36,750 ⁽¹⁾	D
Common Stock	01/31/2017		S		15,000 D \$ 67.283	21,750 ⁽¹⁾	D
	01/31/2017		M		11,000 A \$ 39.1	32,750 ⁽¹⁾	D

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Common
Stock

Common Stock	01/31/2017	S	6,139	D	\$ 68.102 (4)	26,611 (1)	D
Common Stock	01/31/2017	S	4,861	D	\$ 67.369 (5)	21,750 (1)	D

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)	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)	\$ 37.45	01/31/2017		M	2,800	01/22/2009 ⁽⁶⁾	01/22/2018	Common Stock	2,800
Employee Stock Option (right to buy)	\$ 34.78	01/31/2017		M	15,000	01/26/2011 ⁽⁶⁾	01/26/2020	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 39.1	01/31/2017		M	11,000	01/25/2012 ⁽⁶⁾	01/25/2021	Common Stock	11,000
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽⁶⁾	01/22/2023	Common Stock	3,000

buy)

Employee
Stock

Option \$ 49.51
(right to
buy)

01/24/2015⁽⁶⁾ 01/21/2024

Common
Stock

2,78

Employee
Stock

Option \$ 42.32
(right to
buy)

01/27/2016⁽⁶⁾ 01/27/2025

Common
Stock

3,32

Employee
Stock

Option \$ 32.97
(right to
buy)

01/26/2017⁽⁶⁾ 01/26/2026

Common
Stock

3,81

Employee
Stock

Option \$ 67.66
(right to
buy)

01/24/2018⁽⁶⁾ 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.

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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