

COMERICA INC /NEW/  
Form FWP  
May 20, 2014

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-185042**

Supplementing the Preliminary Prospectus Supplement dated

May 20, 2014 (To Prospectus dated November 19, 2012)

**Comerica Incorporated**

*Pricing Term Sheet*

May 20, 2014

Issuer:	Comerica Incorporated
Security Type:	Senior Notes
Ratings*:	Moody s: A3 (Stable Outlook); S&P: A- (Stable Outlook); Fitch: A (Stable Outlook)
Principal Amount:	\$350,000,000
Pricing Date:	May 20, 2014
Settlement Date:	May 23, 2014
Maturity Date:	May 23, 2019
Interest Payment Dates:	May 23 and November 23 of each year, beginning on November 23, 2014
Reference Benchmark:	UST 1.625% due April 30, 2019
Benchmark Yield:	1.505%
Spread to Benchmark:	62 bps
Reoffer Yield:	2.125%
Coupon:	2.125%
Price to Investors (%):	100.00% of Principal Amount
Par Call:	On and after April 23, 2019
CUSIP/ISIN:	200340 AP2/US200340AP22
Book-Running Managers:	J.P. Morgan Securities LLC

Co-Managers:

Barclays Capital Inc.

Sandler O'Neill & Partners, L.P.

HSBC Securities (USA) Inc.

Comerica Securities, Inc.

\* **Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, J.P. Morgan Securities LLC or Barclays Capital Inc. can arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533 or calling Barclays Capital Inc. toll-free at 1-888-603-5847.