

Ogden Thomas D
Form 4
January 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 *
Ogden Thomas D

(Last) (First) (Middle)

500 WOODWARD AVENUE, 31ST
FLOOR

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2009

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	01/27/2009		A	(A) or (D) Amount 10,700 (1)	\$ 0 35,667 (2)	D	
Common Stock					3,485	I	by Spouse

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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)	\$ 66.81							01/14/2000 ⁽³⁾	03/19/2009	Common Stock	7,35
Employee Stock Option (Right to Buy)	\$ 41.5							01/19/2001 ⁽³⁾	03/17/2010	Common Stock	8,00
Employee Stock Option (Right to Buy)	\$ 51.43							01/21/2002 ⁽³⁾	05/02/2011	Common Stock	6,60
Employee Stock Option (Right to Buy)	\$ 63.2							01/21/2003 ⁽³⁾	04/17/2012	Common Stock	12,0
Employee Stock Option (Right to Buy)	\$ 40.32							01/27/2004 ⁽³⁾	04/17/2013	Common Stock	11,9
Employee Stock Option (Right to Buy)	\$ 52.5							01/26/2005 ⁽³⁾	04/16/2014	Common Stock	8,50
Employee Stock Option (Right to	\$ 54.99							01/25/2006 ⁽³⁾	04/21/2015	Common Stock	12,0

Buy)

Employee
StockOption \$ 56.47
(Right to
Buy)01/24/2007⁽³⁾ 02/15/2016Common
Stock 10,6Employee
StockOption \$ 58.98
(Right to
Buy)01/23/2008⁽³⁾ 01/23/2017Common
Stock 12,0Employee
StockOption \$ 37.45
(Right to
Buy)01/22/2009⁽³⁾ 01/22/2018Common
Stock 20,0Employee
StockOption \$ 17.32 01/27/2009
(Right to
Buy)

A 20,700

01/27/2010⁽³⁾ 01/27/2019Common
Stock 20,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ogden Thomas D 500 WOODWARD AVENUE 31ST FLOOR DETROIT, MI 48226			Executive Vice President	

Signatures

/s/ Nicole V. Gersch on behalf of Thomas D. Ogden	01/28/2009
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__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) Shares of restricted stock awarded under Issuer's Long-Term Incentive Plan.

(2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 27, 2009.

(3) 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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