

COMERICA INC /NEW/
Form 4
January 31, 2017

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 *
Sefzik Peter L

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6573

(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)
01/27/2017

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/27/2017		M		725 A \$ 39.1	9,038 ⁽¹⁾	D
Common Stock	01/27/2017		F ⁽²⁾		497 D \$ 69.11	8,541 ⁽¹⁾	D
Common Stock	01/27/2017		M		1,750 A \$ 29.6	10,291 ⁽¹⁾	D
Common Stock	01/27/2017		F ⁽²⁾		1,024 D \$ 69.11	9,267 ⁽¹⁾	D
Common Stock	01/27/2017		M		3,350 A \$ 33.79	12,617 ⁽¹⁾	D

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Common Stock	01/27/2017	F ⁽²⁾	2,107	D	\$ 69.11	10,510 ⁽¹⁾	D
Common Stock	01/27/2017	M	2,215	A	\$ 49.51	12,725 ⁽¹⁾	D
Common Stock	01/27/2017	F ⁽²⁾	1,759	D	\$ 69.11	10,966 ⁽¹⁾	D
Common Stock	01/27/2017	M	1,705	A	\$ 42.32	12,671 ⁽¹⁾	D
Common Stock	01/27/2017	F ⁽²⁾	1,225	D	\$ 69.11	11,446 ⁽¹⁾	D
Common Stock	01/27/2017	M	828	A	\$ 32.97	12,274 ⁽¹⁾	D
Common Stock	01/27/2017	F ⁽²⁾	514	D	\$ 69.11	11,760 ⁽¹⁾	D

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

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(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 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)	\$ 39.1	01/27/2017		M	725	01/25/2012 ⁽³⁾ 01/25/2021	Common Stock 725
Employee Stock Option (right to buy)	\$ 29.6	01/27/2017		M	1,750	01/24/2013 ⁽³⁾ 01/24/2022	Common Stock 1,750

Employee Stock Option (right to buy)	\$ 33.79	01/27/2017	M	3,350	01/22/2014 ⁽³⁾	01/22/2023	Common Stock	3,350
Employee Stock Option (right to buy)	\$ 49.51	01/27/2017	M	2,215	01/21/2015 ⁽³⁾	01/21/2024	Common Stock	2,215
Employee Stock Option (right to buy)	\$ 42.32	01/27/2017	M	1,705	01/27/2016 ⁽³⁾	01/27/2025	Common Stock	1,705
Employee Stock Option (right to buy)	\$ 32.97	01/27/2017	M	828	01/26/2017 ⁽³⁾	01/26/2026	Common Stock	828
Employee Stock Option (right to buy)	\$ 67.66				01/24/2018 ⁽³⁾	01/24/2027	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sefzik Peter L COMERICA INCORPORATED 1717 MAIN STREET, MC 6573 DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Peter L. Sefzik through Power of Attorney

01/31/2017

__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 27, 2017.
- (2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.

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(3) 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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