

Ogden Thomas D
Form 4
October 19, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ogden Thomas D

(Last) (First) (Middle)

COMERICA
INCORPORATED, 500
WOODWARD AVE., MC 3262

(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)
10/15/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					41,855 ⁽¹⁾	D	
Common Stock					3,485	I	By Spouse
Common Stock					5	I	As Custodian of Uniform Gifts to Minors Act (UGMA) account for

child

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)	\$ 51.43					01/21/2002 ⁽²⁾ 05/02/2011	Common Stock 6,600
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003 ⁽²⁾ 04/17/2012	Common Stock 12,000
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 ⁽²⁾ 04/17/2013	Common Stock 11,900
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 ⁽²⁾ 04/16/2014	Common Stock 8,500
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 ⁽²⁾ 04/21/2015	Common Stock 12,000

Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 ⁽²⁾	02/15/2016	Common Stock	10,60
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽²⁾	01/23/2017	Common Stock	12,00
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 ⁽²⁾	01/22/2018	Common Stock	20,00
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010 ⁽²⁾	01/27/2019	Common Stock	20,70
Phantom Stock Units ⁽³⁾	⁽⁴⁾	10/15/2010	A	310		02/05/2011 ⁽⁵⁾	02/05/2011 ⁽⁵⁾	Common Stock	310
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 ⁽²⁾	07/27/2020	Common Stock	13,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ogden Thomas D COMERICA INCORPORATED 500 WOODWARD AVE., MC 3262 DETROIT, MI 48226			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Thomas D. Ogden through Power of Attorney

10/19/2010

⁽¹⁾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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of October 15, 2010.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.
- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (5) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

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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