

FAUBION PAT
Form 4
January 31, 2012

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 *
FAUBION PAT

(Last) (First) (Middle)

**COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6507**

(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)
01/27/2012

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) 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	01/27/2012		F		548	\$ 28.02	37,264 ⁽¹⁾ D

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	\$ 63.2					01/21/2003 ⁽²⁾	04/17/2012	Common Stock	6,800
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004 ⁽²⁾	04/17/2013	Common Stock	625
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005 ⁽²⁾	04/16/2014	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 ⁽²⁾	04/21/2015	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 ⁽²⁾	02/15/2016	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 ⁽²⁾	01/23/2017	Common Stock	6,000
Employee Stock Option (right to	\$ 37.45					01/22/2009 ⁽²⁾	01/22/2018	Common Stock	5,300

buy)

Employee

Stock

Option \$ 17.32

(right to

buy)

01/27/2010⁽²⁾

01/27/2019

Common
Stock

6,500

Employee

Stock

Option \$ 34.78

(right to

buy)

01/26/2011⁽²⁾

01/26/2020

Common
Stock

15,000

Employee

Stock

Option \$ 39.1

(right to

buy)

01/25/2012⁽²⁾

01/25/2021

Common
Stock

16,400

Employee

Stock

Option \$ 29.6

(right to

buy)

01/24/2013⁽²⁾

01/24/2022

Common
Stock

14,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FAUBION PAT
COMERICA INCORPORATED
1717 MAIN STREET, MC 6507
DALLAS, TX 75201

Executive Vice President

Signatures

/s/ Jennifer S. Perry, on behalf of Pat Faubion through Power of
Attorney

01/31/2012

__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 January 27, 2012.

(2) 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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