

DINAPOLI J PHILIP
Form 4
January 05, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DINAPOLI J PHILIP

(Last) (First) (Middle)

500 WOODWARD AVE., 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)
01/03/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/03/2005		A	303 A \$ 60.63	190,797 ⁽¹⁾	D ⁽²⁾	
Common Stock					50,176	I	by DiNapoli Family L.P.
Common Stock					5,871	I	by D&D Ranch
Common Stock					64,575	I	by DDD Partners

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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)
						Date Exercisable Expiration Date	Title Amount or Number of Shares
				Code V (A) (D)			
Director Stock Option (right to buy)	\$ 19.92					05/17/1996 05/19/2005	Common Stock 1,500
Director Stock Option (right to buy)	\$ 29.08					05/19/1997 05/17/2006	Common Stock 1,500
Director Stock Option (right to buy)	\$ 40.09					05/16/1998 05/16/2007	Common Stock 1,500
Director Stock Option (right to buy)	\$ 65.13					05/14/1999 05/15/2008	Common Stock 1,500
Director Stock Option (right to buy)	\$ 62.75					05/21/2000 05/21/2009	Common Stock 1,500

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Director Stock Option (right to buy)	\$ 44.13	05/18/2001	05/19/2010	Common Stock	2,000
Director Stock Option (right to buy)	\$ 57.15	05/22/2002	05/20/2011	Common Stock	2,500
Director Stock Option (right to buy)	\$ 64.5	05/21/2003	05/21/2012	Common Stock	2,500
Director Stock Option (right to buy)	\$ 43.63	05/20/2004	05/20/2013	Common Stock	2,500
Director Stock Option (right to buy)	\$ 53.87	05/18/2005	05/18/2014	Common Stock	2,500
Restricted Stock Units	\$ 0 ⁽³⁾	08/08/1988 ⁽⁴⁾	08/08/1988 ⁽⁴⁾	Common Stock	319

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINAPOLI J PHILIP 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226	X			

Signatures

/s/ Nicole V. Gersch, on behalf of J. Philip
DiNapoli

01/05/2005

**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) 170,288 shares are held in a revocable living trust for estate planning purposes and 15,241 are held in an individual retirement account.
- (2) Includes stock units held pursuant to deferred director plans and shares purchased with reinvested dividends as of January 3, 2005.
- (3) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (4) The restricted stock units vest one year after the date of grant. Vested shares are settled one year after the insider's date of retirement.

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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