

Ogden Thomas D  
Form 4  
February 08, 2011

# 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  
Number: 3235-0287  
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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)  
02/05/2011

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                                                                  |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |                                                                                  |
| Common<br>Stock                       | 02/05/2011                              |                                                             | M                                       |                                                                            | 7,342                                                                                                              | A                                                                    | \$ 57,210 (2)                                                     | D                                                                                |
| Common<br>Stock                       | 02/05/2011                              |                                                             | D                                       |                                                                            | 7,342                                                                                                              | D                                                                    | \$ 49,868 (2)                                                     | D                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 5                                                                 | I                                                                                |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      |                                                                   | As<br>Custodian<br>of Uniform<br>Gifts to<br>Minors Act<br>(UGMA)<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|----------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 51.43                                                           |                                         |                                                             |                                      |                                                                                                     | 01/21/2002 <sup>(3)</sup> 05/02/2011                           | Common<br>Stock                                                | 6,6                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 63.2                                                            |                                         |                                                             |                                      |                                                                                                     | 01/21/2003 <sup>(3)</sup> 04/17/2012                           | Common<br>Stock                                                | 12,                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 40.32                                                           |                                         |                                                             |                                      |                                                                                                     | 01/27/2004 <sup>(3)</sup> 04/17/2013                           | Common<br>Stock                                                | 11,                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 52.5                                                            |                                         |                                                             |                                      |                                                                                                     | 01/26/2005 <sup>(3)</sup> 04/16/2014                           | Common<br>Stock                                                | 8,5                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 54.99                                                           |                                         |                                                             |                                      |                                                                                                     | 01/25/2006 <sup>(3)</sup> 04/21/2015                           | Common<br>Stock                                                | 12,                              |

|                                                  |            |            |   |       |                           |                           |                 |     |
|--------------------------------------------------|------------|------------|---|-------|---------------------------|---------------------------|-----------------|-----|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 56.47   |            |   |       | 01/24/2007 <sup>(3)</sup> | 02/15/2016                | Common<br>Stock | 10, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 58.98   |            |   |       | 01/23/2008 <sup>(3)</sup> | 01/23/2017                | Common<br>Stock | 12, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 37.45   |            |   |       | 01/22/2009 <sup>(3)</sup> | 01/22/2018                | Common<br>Stock | 20, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 17.32   |            |   |       | 01/27/2010 <sup>(3)</sup> | 01/27/2019                | Common<br>Stock | 20, |
| Phantom<br>Stock<br>Units <sup>(4)</sup>         | <u>(1)</u> | 02/05/2011 | M | 7,342 | 02/05/2011 <sup>(5)</sup> | 02/05/2011 <sup>(5)</sup> | Common<br>Stock | 7,3 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 39.16   |            |   |       | 07/27/2011 <sup>(3)</sup> | 07/27/2020                | Common<br>Stock | 13, |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 39.1    |            |   |       | 01/25/2012 <sup>(3)</sup> | 01/25/2021                | Common<br>Stock | 17, |

## Reporting Owners

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

## Signatures

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

02/08/2011

\_\_\_\_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) Each share of phantom stock was the economic equivalent of one share of Comerica Incorporated common stock. The shares of phantom stock were settled for cash.
- (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 February 4, 2011.
- (3) The options vest in four equal annual installments beginning on the date indicated in this column.
- (4) The phantom stock units represent a portion of the reporting person's base salary.
- (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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