

COMERICA INC /NEW/
Form 4
April 12, 2016

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 *
PIERGALLINI ALFRED A

(Last) (First) (Middle)

1717 MAIN STREET, MC 6404

(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)
04/08/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/08/2016 | | A | V | Amount: 159 ⁽¹⁾ Price: \$ 36.76 | D | |
| Common Stock | | | | | 70,428 ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | I | By Piergallini Family Limited Liability Partnership |

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

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SEC 1474 (9-02)

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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. Code | 5. Transaction 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) |
|--|--|--------------------------------------|--|---------|---|--|---|
| Restricted Stock Units | \$ 0 ⁽⁵⁾ | | | | | 08/08/1988 ⁽⁶⁾ 08/08/1988 ⁽⁶⁾ | Common Stock 319 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PIERGALLINI ALFRED A 1717 MAIN STREET MC 6404 DALLAS, TX 75201 | X | | | |

Signatures

/s/ Jennifer S. Perry, on behalf of Alfred A. Piergallini through Power of Attorney 04/12/2016

__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) The shares were acquired by reporting person in connection with a distribution from one of issuer's deferred compensation plans.
- (2) Includes, among other things, stock units held pursuant to deferred director plans and restricted stock units as of April 8, 2016.
- (3) The shares that were acquired by reporting person in connection with this transaction have been included in Table I of previous filings, and accordingly, this transaction does not vary the amount of securities beneficially owned by reporting person.
- (4) Previous filings after February 20, 2015 incorrectly reported 750 shares as directly owned instead of indirectly owned. This filing correctly reflects the nature of beneficial ownership of such shares from February 20, 2015 to the present.

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- (5) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (6) The restricted stock units vest one year after the date of grant. Vested shares are settled one year after cessation of service on the board.

Remarks:

EXHIBIT 24 -- POWER OF ATTORNEY FOR ALFRED A. PIERGALLINI

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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