

COMERICA INC /NEW/

Form 4

August 08, 2005

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
Expires: January 31,
2005
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(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)
08/04/2005

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D)	Price				
Common Stock	08/04/2005		A		787 ⁽¹⁾	A	\$ 0	193,937 ⁽²⁾	D ⁽³⁾	
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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SEC 1474
(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
Director Stock Option (right to buy)	\$ 29.08					05/17/1997 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					05/15/1999 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
Director Stock Option (right to buy)	\$ 44.13					05/19/2001 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 ⁽⁴⁾	08/08/1988 ⁽⁵⁾	08/08/1988 ⁽⁵⁾	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/ Robert W. Spencer, Jr., on behalf of J. Philip
DiNapoli

08/08/2005

__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).

Restricted stock units granted pursuant to the Comerica Incorporated Amended and Restated Incentive Plan for Non-Employee Directors.

- (1) Each restricted stock unit represents an unfunded, unsecured right to receive one share of Comerica common stock. The restricted stock units vest one year after the date of grant and are settled in stock one year after cessation of service on the board.
- (2) 170,288 shares are held in a revocable living trust for estate planning purposes and 15,241 are held in an individual retirement account.
- (3)

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Includes stock units held pursuant to deferred director plans, restricted stock units reported in Table I, and shares purchased with reinvested dividends as of August 4, 2005.

- (4) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (5) 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.

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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