

COMERICA INC /NEW/  
Form 4  
November 18, 2016

**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  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BABB RALPH W JR**

(Last) (First) (Middle)

**COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 6400**

(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)  
**11/17/2016**

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)  
Chairman & CEO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2016		M	100,000	A \$ 58.98	668,338 <sup>(2)</sup>	D
Common Stock	11/17/2016		F <sup>(1)</sup>	98,477	D \$ 60.57	569,861 <sup>(2)</sup>	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: COMERICA INC /NEW/ - Form 4

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 58.98	11/17/2016		M	100,000	01/23/2008 <sup>(3)</sup> 01/23/2017	Common Stock 100
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009 <sup>(3)</sup> 01/22/2018	Common Stock 100
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010 <sup>(3)</sup> 01/27/2019	Common Stock 83
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 <sup>(3)</sup> 07/27/2020	Common Stock 61
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(3)</sup> 01/25/2021	Common Stock 115
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 <sup>(3)</sup> 01/24/2022	Common Stock 121
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(3)</sup> 01/22/2023	Common Stock 34

Employee Stock Option	\$ 49.51	01/21/2015 <sup>(3)</sup>	01/21/2024	Common Stock	27
(right to buy)					
Employee Stock Option	\$ 42.32	01/27/2016 <sup>(3)</sup>	01/27/2025	Common Stock	31
(right to buy)					
Employee Stock Option	\$ 32.97	01/26/2017 <sup>(3)</sup>	01/26/2026	Common Stock	36
(right to buy)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR COMERICA INCORPORATED 1717 MAIN STREET, MC 6400 DALLAS, TX 75201	X		Chairman & CEO	

## Signatures

/s/ Nicole V. Gersch, on behalf of Ralph W. Babb, Jr. through Power of Attorney

11/18/2016

\_\_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) Shares were withheld to satisfy tax withholding obligations and pay exercise price.
- (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 November 17, 2016.
- (3) The options vest in four equal annual installments (based on the original grant amount) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.