

COMERICA INC /NEW/  
Form 4  
January 27, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Duprey David E

(Last) (First) (Middle)

COMERICA  
INCORPORATED, 1717 MAIN  
STREET, MC 3145

(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)  
01/25/2016

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)

EVP and General Auditor

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 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/25/2016		F		2,975	D	\$ 32.04
					86,657 <sup>(1)</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  
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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)**

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 57.97					03/31/2007 <sup>(2)</sup>	03/31/2016	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008 <sup>(2)</sup>	01/23/2017	Common Stock	18,800
Employee Stock Option (right to buy)	\$ 39.16					07/27/2011 <sup>(2)</sup>	07/27/2020	Common Stock	18,500
Employee Stock Option (right to buy)	\$ 39.1					01/25/2012 <sup>(2)</sup>	01/25/2021	Common Stock	18,500
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 <sup>(2)</sup>	01/24/2022	Common Stock	17,500
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 <sup>(2)</sup>	01/22/2023	Common Stock	4,500
Employee Stock Option (right to	\$ 49.51					01/21/2015 <sup>(2)</sup>	01/21/2024	Common Stock	4,055

buy)

Employee

Stock

Option \$ 42.32

(right to

buy)

01/27/2016<sup>(2)</sup> 01/27/2025 Common  
Stock 4,680

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duprey David E COMERICA INCORPORATED 1717 MAIN STREET, MC 3145 DALLAS, TX 75201			EVP and General Auditor	

## Signatures

/s/ Jennifer S. Perry, on behalf of David E. Duprey through Power of Attorney

01/27/2016

\_\_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) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 25, 2016.
- (2) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

### Remarks:

EXHIBIT 24 -- POWER OF ATTORNEY FOR DAVID E. DUPREY

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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