Edgar Filing: BABB RALPH W JR - Form 4

BABB RALF Form 4	PH W JR										
April 23, 201 FORM	1	D STATES					NGE (COMMISSION	OMB	PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. SECURITIES							Number: Expires: Estimated a burden hou response	January 31, 2005 average irs per			
(Print or Type R	esponses)										
BABB RALPH W JR S				2. Issuer Name and Ticker or Trading Symbol COMERICA INC /NEW/ [CMA]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(N			3. Date of Earliest Transaction(Month/Day/Year)04/21/2010					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, President & CEO			
	(Street)			ndment, Da th/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by (Form filed by N		erson	
DALLAS, T								Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any		3. Transactio Code (Instr. 8) Code V	on(A) or Di (D)	ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/21/2010			F	3,439	D	\$ 43.4	388,195 <u>(1)</u>	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.

 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date (Month/Day/Year	le and Expiration	7. Title and A Underlying S (Instr. 3 and A	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 51.43					01/22/2002 <u>(2)</u>	05/02/2011	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 54.95					10/01/2002 <u>(2)</u>	09/30/2011	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(2)	04/17/2012	Common Stock	125,00
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(2)	04/17/2013	Common Stock	120,00
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	150,00
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006 <u>(2)</u>	04/21/2015	Common Stock	175,00
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007 <u>(2)</u>	02/15/2016	Common Stock	100,00

Employee Stock Option (right to buy)	\$ 58.98	01/23/2008 <u>(2)</u>	01/23/2017	Common Stock	100,00
Employee Stock Option (right to buy)	\$ 37.45	01/22/2009 <u>(2)</u>	01/22/2018	Common Stock	100,00
Employee Stock Option (right to buy)	\$ 17.32	01/27/2010 <u>(2)</u>	01/27/2019	Common Stock	83,600
Phantom Stock Units (3)	<u>(4)</u>	02/05/2011 <u>(5)</u>	02/05/2011 <u>(5)</u>	Common Stock	9,181

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	Х		Chairman, President & CEO			
Signatures						
/s/ Nicole V. Gersch, on behalf of Ralph W. Babb, Jr. through Power of Attorney 04/23/2010						
<u>**</u> Signatur	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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of April 21, 2010.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.
- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (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. 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.