#### BABB RALPH W JR

Form 4 May 04, 2010

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

COMERICA INC /NEW/ [CMA]

(Check all applicable)

**COMERICA** INCORPORATED, 1717 MAIN

STREET, MC 6400

3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2010

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

Chairman, President & CEO

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**DALLAS, TX 75201** 

(City)

Security

(Instr. 3)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock

388,195 (1) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	Securit	vative ies ed			7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (right to buy)	\$ 51.43						01/22/2002(2)	05/02/2011	Common Stock	75.
Employee Stock Option (right to buy)	\$ 54.95						10/01/2002(2)	09/30/2011	Common Stock	50.
Employee Stock Option (right to buy)	\$ 63.2						01/21/2003(2)	04/17/2012	Common Stock	125
Employee Stock Option (right to buy)	\$ 40.32						01/27/2004(2)	04/17/2013	Common Stock	120
Employee Stock Option (right to buy)	\$ 52.5						01/26/2005(2)	04/16/2014	Common Stock	150
Employee Stock Option (right to buy)	\$ 54.99						01/25/2006(2)	04/21/2015	Common Stock	175
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007(2)	02/15/2016	Common Stock	100
	\$ 58.98						01/23/2008(2)	01/23/2017		100

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Employee Stock Option (right to buy)							Common Stock	
Employee Stock Option (right to buy)	\$ 37.45				01/22/2009(2)	01/22/2018	Common Stock	100
Employee Stock Option (right to buy)	\$ 17.32				01/27/2010(2)	01/27/2019	Common Stock	83,
Phantom Stock Units (3)	<u>(4)</u>	04/30/2010	A	1,651	02/05/2011(5)	02/05/2011(5)	Common Stock	1,0

## **Reporting Owners**

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

### **Signatures**

/s/ Nicole V. Gersch, on behalf of Ralph W. Babb, Jr. through Power of Attorney 05/04/2010

\*\*Signature of Reporting Person Date

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# **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 30, 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.

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