#### **ACTON ELIZABETH S**

Form 4 May 18, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **ACTON ELIZABETH S** 

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP and CFO

Issuer

below)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/14/2010

Director X\_ Officer (give title

10% Owner Other (specify

**COMERICA** INCORPORATED, 1717 MAIN STREET, MC 6402

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**DALLAS, TX 75201** 

(City)

(Instr. 3)

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

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Transaction(s) or (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

76,999 (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. Transacti Code (Instr. 8)	onof Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Employee Stock Option (right to buy)	\$ 62.02					04/15/2002(2)	04/13/2012	Common Stock	30,00
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	45,00
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006(2)	04/21/2015	Common Stock	45,00
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007(2)	02/15/2016	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 58.98					01/23/2008(2)	01/23/2017	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009(2)	01/22/2018	Common Stock	32,00
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010(2)	01/27/2019	Common Stock	23,20

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Phantom

Stock (4) 05/14/2010 A 424 02/05/2011(5) 02/05/2011(5) Common Stock
Units (3)

**Reporting Owners** 

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ACTON ELIZABETH S COMERICA INCORPORATED 1717 MAIN STREET, MC 6402 DALLAS, TX 75201

EVP and CFO

**Signatures** 

/s/ Nicole V. Gersch, on behalf of Elizabeth S. Acton through Power of Attorney 05/18/2010

\*\*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, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of May 14, 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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