FULTON J MICHAEL

Form 4 May 18, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

COMERICA

(City)

Common

Stock

1. Name and Address of Reporting Person * **FULTON J MICHAEL**

2. Issuer Name and Ticker or Trading Symbol

COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction

(Month/Day/Year) 05/14/2010

INCORPORATED, 333 W. SANTA CLARA, MC 4805

(State)

(First)

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

10% Owner

Other (specify

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

SAN JOSE, CA 95113

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3.

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

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

Indirect Beneficial Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Code V Amount (D) Price

81,659 (1) D

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

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) | onof Derivative | 6. Date Exercisable Date (Month/Day/Year | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | | |
|---|---|---|---|--|--------------------|--|---|-----------------|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shar |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | 01/23/2002(2) | 05/02/2011 | Common Stock | 16,20 |
| Employee Stock Option (right to buy) | \$ 63.2 | | | | | 01/21/2003(2) | 04/17/2012 | Common Stock | 25,80 |
| Employee Stock Option (right to buy) | \$ 40.32 | | | | | 01/27/2004(2) | 04/17/2013 | Common Stock | 24,70 |
| Employee Stock Option (right to buy) | \$ 52.5 | | | | | 01/26/2005(2) | 04/16/2014 | Common Stock | 40,00 |
| Employee Stock Option (right to buy) | \$ 54.99 | | | | | 01/25/2006(2) | 04/21/2015 | Common Stock | 40,00 |
| 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 |

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| 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 | 15,70 |
| Phantom Stock Units (3) | <u>(4)</u> | 05/14/2010 | A | 395 | 02/05/2011(5) | 02/05/2011(5) | Common Stock | 395 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FULTON J MICHAEL COMERICA INCORPORATED 333 W. SANTA CLARA, MC 4805 SAN JOSE, CA 95113

Executive Vice President

Signatures

/s/ Nicole V. Gersch, on behalf of J. Michael Fulton 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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