GUMMER CHARLES L

Form 4 May 18, 2010

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

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GUMMER CHARLES L**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

COMERICA INC /NEW/ [CMA]

(Check all applicable)

Executive Vice President

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

COMERICA

(State)

(First)

05/14/2010

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

INCORPORATED, 1717 MAIN STREET, MC 6507

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

DALLAS, TX 75201

(City)

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

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)

Code V Amount (D) Price

79,113 (1) D

Stock

Common

I

Common Stock

1,500

By Spouse

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

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SEC 1474 (9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 and Expiration 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					01/22/2002(2)	05/02/2011	Common Stock	15,80
Employee Stock Option (right to buy)	\$ 63.2					01/21/2003(2)	04/17/2012	Common Stock	24,80
Employee Stock Option (right to buy)	\$ 40.32					01/27/2004(2)	04/17/2013	Common Stock	24,50
Employee Stock Option (right to buy)	\$ 52.5					01/26/2005(2)	04/16/2014	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 54.99					01/25/2006(2)	04/21/2015	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 56.47					01/24/2007(2)	02/15/2016	Common Stock	20,50
Employee Stock	\$ 58.98					01/23/2008(2)	01/23/2017	Common Stock	25,00

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Option (right to buy)									
Employee Stock Option (right to buy)	\$ 37.45					01/22/2009(2)	01/22/2018	Common Stock	25,00
Employee Stock Option (right to buy)	\$ 17.32					01/27/2010(2)	01/27/2019	Common Stock	23,30
Phantom Stock Units (3)	<u>(4)</u>	05/14/2010	A	A	353	02/05/2011(5)	02/05/2011(5)	Common Stock	353

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GUMMER CHARLES L							
COMERICA INCORPORATED			Executive Vice President				
1717 MAIN STREET, MC 6507			Executive vice Flesidelli				
DALLAS, TX 75201							

Signatures

/s/ Nicole V. Gersch, on behalf of Charles L. Gummer 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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