FULTON J MICHAEL Form 4 July 27, 2010

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number: January 31,

2005 Estimated average

Expires:

5. Relationship of Reporting Person(s) to

burden hours per response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading **FULTON J MICHAEL** Issuer Symbol COMERICA INC /NEW/ [CMA] (Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify **COMERICA** 07/23/2010 below) **Executive Vice President**

INCORPORATED, 333 W. SANTA CLARA, MC 4805

1. Name and Address of Reporting Person *

(Street) 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

SAN JOSE, CA 95113

(City)

Stock

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4)

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

Code V Amount (D) Price Common

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.

D

81,689 (1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: FULTON J MICHAEL - Form 4

| 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 |

Edgar Filing: FULTON J MICHAEL - Form 4

| 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 <u>(2)</u> | 01/27/2019 | Common Stock | 15,70 |
| Phantom Stock Units (3) | <u>(4)</u> | 07/23/2010 | A | 442 | 02/05/2011(5) | 02/05/2011(5) | Common Stock | 442 |

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/ Jennifer S. Perry, on behalf of J. Michael Fulton through Power of Attorney 07/27/2010

**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 July 23, 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.

Reporting Owners 3