

ACTON ELIZABETH S

Form 4

March 18, 2003

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

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- ☐ Check this box if no longer  
subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
*See* Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b>  Acton, Elizabeth S. <hr/> <i>(Last) (First) (Middle)</i>  Comerica Incorporated 500 Woodward Avenuem MC 3380 <hr/> <i>(Street)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Comerica Incorporated (CMA) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr/>																
Detroit, MI 48275 <hr/> <i>(City) (State) (Zip)</i>	<b>4. Statement for Month/Day/Year</b>  March 14, 2003 <hr/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr/>																
<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <table style="width: 100%; border: none;"> <tr> <td style="width: 30%;"><input type="radio"/></td> <td style="width: 30%;">Director</td> <td style="width: 30%;"><input type="radio"/></td> <td style="width: 10%;">10% Owner</td> </tr> <tr> <td><input checked="" type="radio"/></td> <td>Officer <i>(give title below)</i></td> <td><input type="radio"/></td> <td></td> </tr> <tr> <td><input type="radio"/></td> <td>Other <i>(specify below)</i></td> <td></td> <td></td> </tr> </table> Executive Vice President & Chief Financial Officer		<input type="radio"/>	Director	<input type="radio"/>	10% Owner	<input checked="" type="radio"/>	Officer <i>(give title below)</i>	<input type="radio"/>		<input type="radio"/>	Other <i>(specify below)</i>			<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <table style="width: 100%; border: none;"> <tr> <td style="width: 30%;"><input checked="" type="radio"/></td> <td style="width: 70%;">Form Filed by One Reporting Person</td> </tr> <tr> <td><input type="radio"/></td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	<input checked="" type="radio"/>	Form Filed by One Reporting Person	<input type="radio"/>	Form Filed by More than One Reporting Person
<input type="radio"/>	Director	<input type="radio"/>	10% Owner															
<input checked="" type="radio"/>	Officer <i>(give title below)</i>	<input type="radio"/>																
<input type="radio"/>	Other <i>(specify below)</i>																	
<input checked="" type="radio"/>	Form Filed by One Reporting Person																	
<input type="radio"/>	Form Filed by More than One Reporting Person																	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5.Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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		Code V	Amount	(A) or (D)	Price	
Common Stock	3/14/03	A	6,000 (A)	A	26,469	D

Common Stock	17 (1)	I	by 401(k) plan
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Table II    Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)
Employee Stock Option (Right to Buy)	\$62.02					

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

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(2)	04/13/2012	Common Stock	30,000	30,000	D

**Explanation of Responses:**

(A) Shares acquired under the Company's long term incentive plan. The shares will vest on March 14, 2008.

(1) As of December 31, 2002.

(2) The option vests in four equal annual installments beginning on April 15, 2002.

/s/ Carol H. Rodriguez

March 17, 2003

\*\*Signature of Reporting  
Person

Date

Carol H. Rodriguez, on  
behalf of Elizabeth S.  
Acton

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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