

BABB RALPH W JR
Form 4
January 25, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BABB RALPH W JR

2. Issuer Name and Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Last) (First) (Middle)
COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2018

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2018		A	(A) or (D) V Amount Price 11,285 (1) A \$ 0	605,621 (2)	D	
Common Stock	01/24/2018		M	50,000 A \$ 39.1	655,621 (3)	D	
Common Stock	01/24/2018		S	50,000 D \$ 95.248 (5)	605,621 (3)	D	

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 39.1	01/24/2018		M	50,000	01/25/2012 ⁽⁴⁾ 01/25/2021	Common Stock
Employee Stock Option (right to buy)	\$ 29.6					01/24/2013 ⁽⁴⁾ 01/24/2022	Common Stock
Employee Stock Option (right to buy)	\$ 33.79					01/22/2014 ⁽⁴⁾ 01/22/2023	Common Stock
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽⁴⁾ 01/21/2024	Common Stock
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽⁴⁾ 01/27/2025	Common Stock
Employee Stock Option (right to buy)	\$ 32.97					01/26/2017 ⁽⁴⁾ 01/26/2026	Common Stock
Employee Stock Option	\$ 67.66					01/24/2018 ⁽⁴⁾ 01/24/2027	Common Stock

(right to
buy)

Employee

Stock

Option	\$ 95.25	01/23/2018	A	14,150	01/23/2019 ⁽⁴⁾	01/23/2028	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR COMERICA INCORPORATED 1717 MAIN STREET, MC 6400 DALLAS, TX 75201	X		Chairman & CEO	

Signatures

/s/ Jennifer S. Perry, on behalf of Ralph W. Babb, Jr. through Power of Attorney 01/25/2018

 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) Restricted stock units awarded under Issuer's Long-Term Incentive Plan.
 - (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 23, 2018.
 - (3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and stock units held pursuant to a deferred compensation plan as of January 24, 2018.
 - (4) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.12 to \$95.54, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

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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