

BABB RALPH W JR  
Form 4  
February 28, 2019

**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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2019

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

(Street)  
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

**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                    | 02/26/2019                           |  | A                              | (A)<br>or<br>(D)<br>Code V Amount Price<br>A 103,269 (1)          | \$ 0 754,518 (2)  | D  |   |
| Common Stock                    | 02/26/2019                           |  | F                              | 40,637  | \$ 86.37 713,881 (2)  | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 33.79   |                                      |  |                                |   | 01/22/2014 <sup>(3)</sup>                                | 01/22/2023  | Common Stock                  | 34,700                     |
| Employee Stock Option (right to buy)       | \$ 49.51   |                                      |  |                                |   | 01/21/2015 <sup>(3)</sup>                                | 01/21/2024  | Common Stock                  | 27,863                     |
| Employee Stock Option (right to buy)       | \$ 42.32   |                                      |  |                                |   | 01/27/2016 <sup>(3)</sup>                                | 01/27/2025  | Common Stock                  | 31,495                     |
| Employee Stock Option (right to buy)       | \$ 32.97   |                                      |  |                                |   | 01/26/2017 <sup>(3)</sup>                                | 01/26/2026  | Common Stock                  | 36,145                     |
| Employee Stock Option (right to buy)       | \$ 67.66   |                                      |  |                                |   | 01/24/2018 <sup>(3)</sup>                                | 01/24/2027  | Common Stock                  | 18,220                     |
| Employee Stock Option (right to buy)       | \$ 95.25   |                                      |  |                                |   | 01/23/2019 <sup>(3)</sup>                                | 01/23/2028  | Common Stock                  | 14,150                     |
| Employee Stock                             | \$ 80.17   |                                      |  |                                |   | 01/22/2020 <sup>(3)</sup>                                | 01/22/2029  | Common Stock                  | 18,935                     |

Option  
(right to  
buy)

## Reporting Owners

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

## Signatures

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

02/28/2019

\_\_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).

On January 26, 2016, a "target" award of 81,895 performance restricted stock units ("SELTPP units") was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The SELTPP units are settled in stock and vest in one installment following certification of results for a three-year performance period. The performance period ended on December 31, 2018, and on

- (1) February 26, 2019, the SELTPP units vested upon Comerica's Governance, Compensation and Nominating Committee certification that (1) performance was achieved at 126.1% based upon satisfaction of a three-year average return on common equity excluding certain nonperformance items performance goal and (2) the negative total shareholder return modifier of 10 percentage points would not be applied based upon satisfaction of a relative total shareholder return goal.
- (2) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends, restricted stock units and stock units held pursuant to a deferred compensation plan as of February 26, 2019.
- (3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

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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