

BABB RALPH W JR
Form 4
January 25, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(City) (State) (Zip)

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	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.

Persons who respond to the collection of information contained in this form are not

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

