

FARMER CURTIS C
Form 4
January 30, 2018

FORM 4

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

OMB APPROVAL

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

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 *
FARMER CURTIS C

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6404

(Street)

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

DALLAS, TX 75201

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/27/2018		F	574	D	\$ 95.81	75,273 ⁽¹⁾	D
Common Stock	01/29/2018		M	6,385	A	\$ 49.51	81,658 ⁽²⁾	D
Common Stock	01/29/2018		S	6,385	D	\$ 96.309 ⁽³⁾	75,273 ⁽²⁾	D
Common Stock	01/29/2018		M	5,415	A	\$ 42.32	80,688 ⁽²⁾	D
	01/29/2018		S	5,415	D		75,273 ⁽²⁾	D

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Common Stock						\$ 96.233 <u>(4)</u>		
Common Stock	01/29/2018		M	5,647	A	\$ 32.97	80,920 <u>(2)</u>	D
Common Stock	01/29/2018		S	5,647	D	\$ 95.771 <u>(5)</u>	75,273 <u>(2)</u>	D
Common Stock	01/29/2018		M	1,423	A	\$ 67.66	76,696 <u>(2)</u>	D
Common Stock	01/29/2018		S	1,423	D	\$ 95.666 <u>(6)</u>	75,273 <u>(2)</u>	D

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

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(9-02)

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)	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)	\$ 49.51	01/29/2018		M	6,385	01/21/2015 ⁽⁷⁾ 01/21/2024	Common Stock	6,385	
Employee Stock Option (right to buy)	\$ 42.32	01/29/2018		M	5,415	01/27/2016 ⁽⁷⁾ 01/27/2025	Common Stock	5,415	
Employee Stock	\$ 32.97	01/29/2018		M	5,647	01/26/2017 ⁽⁷⁾ 01/26/2026	Common Stock	5,647	

Option
(right to
buy)

Employee
Stock

Option	\$ 67.66	01/29/2018	M	1,423	01/24/2018 ⁽⁷⁾	01/24/2027	Common Stock	1,423
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Employee
Stock

Option	\$ 95.25				01/23/2019 ⁽⁷⁾	01/23/2028	Common Stock	4,935
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FARMER CURTIS C COMERICA INCORPORATED 1717 MAIN STREET, MC 6404 DALLAS, TX 75201	President
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Signatures

/s/ Jennifer S. Perry, on behalf of Curtis C. Farmer through Power of Attorney 01/30/2018

__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) Includes shares acquired through employee stock plans and restricted stock units as of January 27, 2018.
- (2) Includes shares acquired through employee stock plans and restricted stock units as of January 29, 2018.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.17 to \$96.42, 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 3 to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.95 to \$96.37, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.64 to \$96.00, 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 5 to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.55 to \$95.76, 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

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ranges set forth in footnote 6 to this Form 4.

(7) 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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