Guilfoile Peter William Form 4 February 28, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Guilfoile Peter William			Symbol		d Ticker or Trading C /NEW/ [CMA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of	of Earliest Transaction		(Check an applicable)			
1717 MAIN	N STREET		(Month/E 02/26/2	Oay/Year) 019		DirectorX Officer (give below) Executi	title 10% below) ve Vice Presid	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Mor	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by C			
DALLAS,	TX 75201					Form filed by M Person	iore than One Re	eporting	
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative Securities Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securities Acquired	5. Amount of	6.	7. Nature	
Security	(Month/Day/Year)	Execution	Date, if	Transacti	on(A) or Disposed of (D)	Securities	Ownership	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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	10,037 (1)	A	\$ 0	21,537 (2)	D	
Common Stock	02/26/2019		F	3,950	D	\$ 86.37	17,587 <u>(2)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Guilfoile Peter William - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 39.1					01/25/2012(3)	01/25/2021	Common Stock	1,225	
Employee Stock Option (Right to Buy)	\$ 29.6					01/24/2013(3)	01/24/2022	Common Stock	2,750	
Employee Stock Option (Right to Buy)	\$ 33.79					01/22/2014(3)	01/22/2023	Common Stock	3,300	
Employee Stock Option (Right to Buy)	\$ 49.51					01/21/2015(3)	01/21/2024	Common Stock	1,578	
Employee Stock Option (Right to Buy)	\$ 42.32					01/27/2016(3)	01/27/2025	Common Stock	2,270	
Employee Stock Option (Right to Buy)	\$ 32.97					01/26/2017(3)	01/26/2026	Common Stock	3,515	
	\$ 67.66					01/24/2018(3)	01/24/2027		1,925	

Edgar Filing: Guilfoile Peter William - Form 4

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 95.25	01/23/2019(3)	01/23/2028	Common Stock	1,500
Employee Stock Option (right to buy)	\$ 80.17	01/22/2020(3)	01/22/2029	Common Stock	2,110

Reporting Owners

Reporting Owner Name / Address			Relationships	
1 6	Director	10% Owner	Officer	Other
Guilfoile Peter William				
1717 MAIN STREET			Executive Vice President	

Signatures

DALLAS, TX 75201

/s/ Jennifer S. Perry, on behalf of Peter W. Guilfoile through Power of Attorney 02/28/2019

**Signature of Reporting Person

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 7,960 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

Date

- (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, restricted stock units and shares purchased with reinvested dividends 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3