

Guilfoile Peter William
Form 4
February 28, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Guilfoile Peter William

(Last) (First) (Middle)

1717 MAIN STREET

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

COMERICA INC /NEW/ [CMA]

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

02/26/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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) or (D) Amount 10,037 (1)	\$ 0	21,537 (2)	D
Common Stock	02/26/2019		F	3,950	\$ 86.37	17,587 (2)	D

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

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(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. D S (
				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

Common
Stock

01/23/2019 ⁽³⁾	01/23/2028	Common Stock	1,500
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01/22/2020 ⁽³⁾	01/22/2029	Common Stock	2,110
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Reporting Owners

Relationships

Director	10% Owner	Officer		Other
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Executive Vice President

Signatures

02/28/2019

Date _____

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(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.

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