

OBERMEYER PAUL R

Form 4

August 25, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OBERMEYER PAUL R

(Last) (First) (Middle)

COMERICA
INCORPORATED, 1717 MAIN
STREET, MC 6402

(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)
08/23/2017

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 ____ Other (specify
below) 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/23/2017		S		7,471	D \$ 70.237 <u>(2)</u>	12,670 <u>(1)</u>	D	
Common Stock	08/23/2017		M		3,000	A \$ 39.1	15,670 <u>(1)</u>	D	
Common Stock	08/23/2017		S		3,000	D \$ 70.245 <u>(3)</u>	12,670 <u>(1)</u>	D	
Common Stock	08/23/2017		M		6,350	A \$ 29.6	19,020 <u>(1)</u>	D	

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Common Stock	08/23/2017	S	6,350	D	\$ 70.253 (4)	12,670 (1)	D
Common Stock	08/23/2017	M	3,500	A	\$ 33.79	16,170 (1)	D
Common Stock	08/23/2017	S	3,500	D	\$ 70.245 (5)	12,670 (1)	D

Common Stock

119

I

By Paul R.
and Cindy
S.
Obermeyer
Revocable
Trust

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 39.1	08/23/2017		M	3,000	01/25/2012(6) 01/25/2021	Common Stock 3,000
Employee Stock Option (right to buy)	\$ 29.6	08/23/2017		M	6,350	01/24/2013(6) 01/24/2022	Common Stock 6,350
	\$ 33.79	08/23/2017		M	3,500	01/22/2014(6) 01/22/2023	3,500

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 49.51

01/21/2015⁽⁶⁾ 01/21/2024

Common
Stock 2,979

Employee
Stock
Option
(right to
buy)

\$ 42.32

01/27/2016⁽⁶⁾ 01/27/2025

Common
Stock 3,455

Employee
Stock
Option
(right to
buy)

\$ 32.97

01/26/2017⁽⁶⁾ 01/26/2026

Common
Stock 4,025

Employee
Stock
Option
(right to
buy)

\$ 67.66

01/24/2018 01/24/2027

Common
Stock 2,085

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBERMEYER PAUL R COMERICA INCORPORATED 1717 MAIN STREET, MC 6402 DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Paul R. Obermeyer through Power of Attorney

08/25/2017

 **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, shares purchased with reinvested dividends and stock held pursuant to a deferred compensation plan as of August 23, 2017.

(2)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.02 to \$70.46, 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 footnotes (2), (3), (4) and (5) 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 \$70.11 to \$70.49, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.09 to \$70.60, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.09 to \$70.51, inclusive.
- (6) 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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