

Burkhart Megan D
 Form 4
 February 28, 2019

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

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 *
 Burkhart Megan D

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)
 1717 MAIN STREET, MC 6515
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief HR Officer

DALLAS, TX 75201

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

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 02/26/2019 | | A | | 10,901 (1) | A | \$ 0 36,596 (2) | D |
| Common Stock | 02/26/2019 | | F | | 4,290 | D | \$ 86.37 32,306 (2) | D |
| Common Stock | 02/27/2019 | | S | | 5,922 | D | \$ 87.548 26,384 (3) | D |
| Common Stock | 02/27/2019 | | S | | 307 | D | \$ 87.554 26,077 (3) | D |
| Common Stock | 02/27/2019 | | S | | 500 | D | \$ 87.564 25,577 (3) | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|-----------------------|---|
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.57 | 25,477 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.571 | 25,377 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.572 | 25,277 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.572 | 25,177 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.573 | 25,077 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.573 | 24,977 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 100 | D | \$ 87.573 | 24,877 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 10 | D | \$ 87.574 | 24,867 ⁽³⁾ | D |
| Common Stock | 02/27/2019 | S | 4 | D | \$ 87.578 | 24,863 ⁽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 required to respond unless the form displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to | \$ 49.51 | | | | | 01/24/2015 ⁽⁴⁾ 01/21/2024 | Common Stock | 2,786 |

| | | | | | |
|--|----------|---------------------------|------------|-----------------|-------|
| buy) | | | | | |
| Employee Stock Option (right to buy) | \$ 42.32 | 01/27/2016 ⁽⁴⁾ | 01/27/2025 | Common Stock | 3,325 |
| Employee Stock Option (right to buy) | \$ 32.97 | 01/26/2017 ⁽⁴⁾ | 01/26/2026 | Common Stock | 3,815 |
| Employee Stock Option (right to buy) | \$ 67.66 | 01/24/2018 ⁽⁴⁾ | 01/24/2027 | Common Stock | 2,050 |
| Employee Stock Option (right to buy) | \$ 95.25 | 01/23/2019 ⁽⁴⁾ | 01/23/2028 | Common Stock | 1,615 |
| Employee Stock Option (right to buy) | \$ 80.17 | 01/22/2020 ⁽⁴⁾ | 01/22/2029 | Common Stock | 2,265 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201 | | | EVP - Chief HR Officer | |

Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney

02/28/2019

**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) On January 26, 2016, a "target" award of 8,645 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

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following certification of results for a three-year performance period. The performance period ended on December 31, 2018, and on 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, shares purchased with reinvested dividends and restricted stock units as of February 26, 2019.
- (3) Includes shares acquired through employee stock plans, shares purchased with reinvested dividends and restricted stock units as of February 27, 2019.
- (4) 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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