

ACTON ELIZABETH S

Form 4

August 24, 2010

**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  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ACTON ELIZABETH S**

(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)  
**08/20/2010**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)  
EVP and CFO

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. 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				(A) or (D) Code V Amount (D) Price	82,087 <sup>(1)</sup>	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  
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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)**

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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 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)	\$ 62.02						04/15/2002 <sup>(2)</sup>	04/13/2012	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 52.5						01/26/2005 <sup>(2)</sup>	04/16/2014	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 54.99						01/25/2006 <sup>(2)</sup>	04/21/2015	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 56.47						01/24/2007 <sup>(2)</sup>	02/15/2016	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 58.98						01/23/2008 <sup>(2)</sup>	01/23/2017	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 37.45						01/22/2009 <sup>(2)</sup>	01/22/2018	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 17.32						01/27/2010 <sup>(2)</sup>	01/27/2019	Common Stock	17,400

Phantom Stock Units <sup>(3)</sup>	<u>(4)</u>	08/20/2010	A	506	02/05/2011 <sup>(5)</sup>	02/05/2011 <sup>(5)</sup>	Common Stock	506
Employee Stock Option (right to buy)	\$ 39.16				07/27/2011 <sup>(2)</sup>	07/27/2020	Common Stock	18,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ACTON ELIZABETH S COMERICA INCORPORATED 1717 MAIN STREET, MC 6402 DALLAS, TX 75201			EVP and CFO	

## Signatures

/s/ Jennifer S. Perry, on behalf of Elizabeth S. Acton through Power of Attorney

08/24/2010

          \*\*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 units held pursuant to a deferred compensation plan as of August 20, 2010.
- (2) The options vest in four equal annual installments beginning on the date indicated in this column.
- (3) The phantom stock units represent a portion of the reporting person's base salary.
- (4) Each phantom stock unit is the economic equivalent of one share of Comerica Incorporated common stock.
- (5) Phantom stock units will be settled in cash on the earlier to occur of February 5, 2011 or the reporting person's death.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

10. 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.