

GUMMER CHARLES L
Form 4
February 23, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
GUMMER CHARLES L

(Last) (First) (Middle)

COMERICA BANK, 1717 MAIN STREET, MC 6507

(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)
02/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 85,143 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,500 | I | By Spouse |

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)

Edgar Filing: GUMMER CHARLES L - Form 4

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) | \$ 41.5 | | | | | 01/19/2001 ⁽²⁾ 03/17/2010 | Common Stock 18,000 |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | 01/22/2002 ⁽²⁾ 05/02/2011 | Common Stock 15,800 |
| Employee Stock Option (right to buy) | \$ 63.2 | | | | | 01/21/2003 ⁽²⁾ 04/17/2012 | Common Stock 24,800 |
| Employee Stock Option (right to buy) | \$ 40.32 | | | | | 01/27/2004 ⁽²⁾ 04/17/2013 | Common Stock 24,500 |
| Employee Stock Option (right to buy) | \$ 52.5 | | | | | 01/26/2005 ⁽²⁾ 04/16/2014 | Common Stock 25,000 |
| Employee Stock Option (right to buy) | \$ 54.99 | | | | | 01/25/2006 ⁽²⁾ 04/21/2015 | Common Stock 25,000 |
| Employee Stock | \$ 56.47 | | | | | 01/24/2007 ⁽²⁾ 02/15/2016 | Common Stock 20,500 |

| | | | | | | | | | |
|--|----------------|------------|---|-----|---------------------------|---------------------------|-----------------|--------|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 58.98 | | | | 01/23/2008 ⁽²⁾ | 01/23/2017 | Common Stock | 25,000 | |
| Employee Stock Option (right to buy) | \$ 37.45 | | | | 01/22/2009 ⁽²⁾ | 01/22/2018 | Common Stock | 25,000 | |
| Employee Stock Option (right to buy) | \$ 17.32 | | | | 01/27/2010 ⁽²⁾ | 01/27/2019 | Common Stock | 23,300 | |
| Phantom Stock Units ⁽³⁾ | ⁽⁴⁾ | 02/19/2010 | A | 383 | 02/05/2011 ⁽⁵⁾ | 02/05/2011 ⁽⁵⁾ | Common Stock | 383 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUMMER CHARLES L COMERICA BANK 1717 MAIN STREET, MC 6507 DALLAS, TX 75201 | | | Executive Vice President | |

Signatures

By: /s/ Nicole V. Gersch, on behalf of Charles L. Gummer 02/23/2010

__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 February 19, 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.

Edgar Filing: GUMMER CHARLES L - Form 4

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.