

FULTON J MICHAEL
Form 4
January 24, 2013

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 *
FULTON J MICHAEL

(Last) (First) (Middle)

COMERICA
INCORPORATED, 333 W. SANTA
CLARA, MC 4805

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

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

COMERICA INC /NEW/ [CMA]

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

01/22/2013

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/22/2013		F		3,844 D \$ 33.79	76,110 <u>(1)</u>	D
Common Stock	01/22/2013		A		7,178 ⁽²⁾ A \$ 0	83,288 <u>(1)</u>	D

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 40.32							01/27/2004 ⁽³⁾	04/17/2013	Common Stock	24,700
Employee Stock Option (right to buy)	\$ 52.5							01/26/2005 ⁽³⁾	04/16/2014	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 54.99							01/25/2006 ⁽³⁾	04/21/2015	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 56.47							01/24/2007 ⁽³⁾	02/15/2016	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 58.98							01/23/2008 ⁽³⁾	01/23/2017	Common Stock	32,000
Employee Stock Option (right to buy)	\$ 37.45							01/22/2009 ⁽³⁾	01/22/2018	Common Stock	32,000
Employee Stock Option	\$ 17.32							01/27/2010 ⁽³⁾	01/27/2019	Common Stock	15,700

(right to
buy)

Employee
Stock

Option \$ 39.16

07/27/2011⁽³⁾ 07/27/2020

Common
Stock 18,500

(right to
buy)

Employee
Stock

Option \$ 39.1

01/25/2012⁽³⁾ 01/25/2021

Common
Stock 20,000

(right to
buy)

Employee
Stock

Option \$ 29.6

01/24/2013⁽³⁾ 01/24/2022

Common
Stock 14,000

(right to
buy)

Employee
Stock

Option \$ 33.79 01/22/2013

A 4,830

01/22/2014⁽³⁾ 01/22/2023

Common
Stock 4,830

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULTON J MICHAEL COMERICA INCORPORATED 333 W. SANTA CLARA, MC 4805 SAN JOSE, CA 95113			Executive Vice President	

Signatures

/s/ Nicole V. Gersch, on behalf of J. Michael Fulton through Power of
Attorney

01/24/2013

__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 January 22, 2013.
- (2) On January 22, 2013, a "target" award of 13,050 performance restricted stock units (PRSUs) was granted to the reporting person pursuant to the Amended and Restated Comerica Incorporated 2006 Long-Term Incentive Plan. The PRSUs are settled in stock, with accrued dividend equivalents paid out annually in cash. The PRSUs vest in one installment at the end of a three-year performance period. If, during any year in such performance period, Comerica falls below the Tier 1 Capital Threshold defined by the Federal Reserve for well capitalized banks, 15% of the PRSU target award will be forfeited, with a maximum reduction of 45% of the target award. The number of

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PRSUs reported in this Form 4 represents the portion that is not subject to such reduction.

(3) The options vest in four equal annual installments 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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