

COMERICA INC /NEW/  
Form 8-K  
January 27, 2005

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 24, 2005

**COMERICA INCORPORATED**

(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-10706</u>	<u>38-1998421</u>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

Comerica Tower at Detroit Center  
500 Woodward Avenue, MC 3391  
Detroit, Michigan 48226

(Address of principal executive offices) (zip code)

(248) 371-5000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Amended and Restated Bylaws of Comerica Incorporated

Press Release dated January 25, 2005

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**ITEM DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
5.02 APPOINTMENT OF PRINCIPAL OFFICERS.**

On January 24, 2005, the Board of Directors of Comerica Incorporated appointed Reginald M. Turner, Jr. to serve on its Board of Directors. On January 25, 2005, Comerica Incorporated issued a press release regarding Mr. Turner's appointment. A copy of the press release is attached hereto as Exhibit 99.1.

**ITEM AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL  
5.03 YEAR.**

Effective January 25, 2005, the Board of Directors of Comerica Incorporated amended and restated its bylaws to delete references to the Executive Committee that were found in Article V of the bylaws and to update the annual meeting date and time in Article II of the bylaws. The Executive Committee had not convened in many years and was terminated by the Board of Directors on November 23, 2004. Prior to the amendment, Article V of the bylaws discussed *ex officio* members of the Executive Committee and described powers of the Executive Committee to delegate duties to officers. A copy of the Amended and Restated Bylaws of Comerica Incorporated is attached hereto as Exhibit 3.

**ITEM FINANCIAL STATEMENTS AND EXHIBITS.  
9.01**

**(c) Exhibits**

- 3 Amended and Restated Bylaws of Comerica Incorporated
  - 99.1 Press Release dated January 25, 2005
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COMERICA INCORPORATED**

By:     /s/ Jon W. Bilstrom    

Name: Jon W. Bilstrom

Title: Executive Vice President-Governance,  
Regulatory Relations and Legal Affairs, and  
Secretary

Date: January 25, 2005

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**EXHIBIT INDEX**

**Exhibit No. Description**

3	Amended and Restated Bylaws of Comerica Incorporated
99.1	Press Release dated January 25, 2005