COMERICA INC /NEW/
Form 4
January 23, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHIE MICHAEL T

(Last) (First) (Middle)

411 WEST LAFAYETTE, MC-3247

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2014

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	01/21/2014		A		1,014 (1)	A	$ 0	19,547 (2)	D	

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

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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)	$ 52.5							04/16/2005[3]	04/16/2014	Common Stock	2,200
Employee Stock Option (right to buy)	$ 54.99							04/21/2006[3]	04/21/2015	Common Stock	3,200
Employee Stock Option (right to buy)	$ 56.47							02/15/2007[3]	02/15/2016	Common Stock	3,800
Employee Stock Option (right to buy)	$ 58.98							01/23/2008[3]	01/23/2017	Common Stock	4,000
Employee Stock Option (right to buy)	$ 37.45							01/22/2009[3]	01/22/2018	Common Stock	4,150
Employee Stock Option (right to buy)	$ 34.78							01/26/2011[3]	01/26/2020	Common Stock	12,00
Employee Stock Option (right to buy)	$ 39.1							01/25/2012[3]	01/25/2021	Common Stock	10,80

Employee Stock Option (right to buy)	$ 29.6					01/24/2013[3]	01/24/2022	Common Stock	8,000
Employee Stock Option (right to buy)	$ 33.79					01/22/2014[3]	01/22/2023	Common Stock	2,000
Employee Stock Option (right to buy)	$ 49.51	01/21/2014		A	2,592	01/21/2015[3]	01/21/2024	Common Stock	2,592

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHIE MICHAEL T 411 WEST LAFAYETTE, MC-3247 DETROIT, MI 48226			Executive Vice President	

Signatures

/s/ Jennifer S. Perry on behalf of Michael T. Ritchie through Power of Attorney	01/23/2014
**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) Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.

(2) 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 21, 2014.

(3) The options vest in four equal annual installments beginning on the date indicated in this column.

Remarks:

Exhibit 24 -- Power of Attorney for Michael T. Ritchie.

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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