

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-28**

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### REPORTING OWNER

#### **BABB RALPH W JR**

CIK: **1202719**

Type: **4** | Act: **34** | File No.: **001-10706** | Film No.: **10871024**

Mailing Address

5408 WALDENHILL COURT  
SUPERIOR TOWNSHIP MI  
48198

### ISSUER

#### **COMERICA INC /NEW/**

CIK: **28412** | IRS No.: **000006021** | Fiscal Year End: **1231**

SIC: **6021** National commercial banks

Mailing Address

1717 MAIN STREET MC  
ATTN: NICOLE GERSCH  
DALLAS TX 75201

Business Address

1717 MAIN STREET MC  
COMERICA BANK TOWER  
DALLAS TX 75201  
214-462-4302

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BABB RALPH W JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>COMERICA INC /NEW/ [CMA]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/28/2010</b>					
COMERICA INCORPORATED, 1717 MAIN STREET, MC 6400			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
DALLAS, TX 75201								
(City)	(State)	(Zip)						

**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								388,195 <sup>(1)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$51.43							01/22/2002 <sup>(2)</sup>	05/02/2011	Common Stock	75,000	75,000	D	
Employee Stock Option (right to buy)	\$54.95							10/01/2002 <sup>(2)</sup>	09/30/2011	Common Stock	50,000	50,000	D	
Employee Stock	\$63.2							01/21/2003 <sup>(2)</sup>	04/17/2012	Common Stock	125,000	125,000	D	

Option (right to buy)														
Employee Stock Option (right to buy)	\$40.32						01/27/2004 <sup>(2)</sup>	04/17/2013	Common Stock	120,000		70,000	D	
Employee Stock Option (right to buy)	\$52.5						01/26/2005 <sup>(2)</sup>	04/16/2014	Common Stock	150,000		150,000	D	
Employee Stock Option (right to buy)	\$54.99						01/25/2006 <sup>(2)</sup>	04/21/2015	Common Stock	175,000		175,000	D	
Employee Stock Option (right to buy)	\$56.47						01/24/2007 <sup>(2)</sup>	02/15/2016	Common Stock	100,000		100,000	D	
Employee Stock Option (right to buy)	\$58.98						01/23/2008 <sup>(2)</sup>	01/23/2017	Common Stock	100,000		100,000	D	
Employee Stock Option (right to buy)	\$37.45						01/22/2009 <sup>(2)</sup>	01/22/2018	Common Stock	100,000		100,000	D	
Employee Stock Option (right to buy)	\$17.32						01/27/2010 <sup>(2)</sup>	01/27/2019	Common Stock	83,600		83,600	D	
Phantom Stock Units <sup>(3)</sup>	<sup>(4)</sup>	05/28/2010		<u>A</u>		1,819	02/05/2011 <sup>(5)</sup>	02/05/2011 <sup>(5)</sup>	Common Stock	1,819	\$ 0	14,293	D	

**Explanation of Responses:**

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 May 28, 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.

**Signatures**

/s/ Nicole V. Gersch, on behalf of Ralph W. Babb, Jr. through Power of Attorney

\*\* Signature of Reporting Person

06/01/2010

Date

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

\* 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).

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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