

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**
SEC Accession No. **0000028412-10-000120**

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Ogden Thomas D

CIK: **1392122**

Type: **4** | Act: **34** | File No.: **001-10706** | Film No.: **10871059**

Mailing Address

500 WOODWARD AVENUE
31ST FLOOR
DETROIT MI 48226

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

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

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 Ogden Thomas D			2. Issuer Name and Ticker or Trading Symbol COMERICA INC/NEW/ [CMA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
COMERICA INCORPORATED, 500 WOODWARD AVE., MC 3262			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) DETROIT, MI 48226								
(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								35,345 ⁽¹⁾	D	
Common Stock								3,485	I	By Spouse
Common Stock								6	I	As Custodian of Uniform Gifts to Minors Act (UGMA) account for child

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	\$51.43							01/21/2002 ⁽²⁾	05/02/2011	Common Stock	6,600	6,600	D	

(right to buy)															
Employee Stock Option (right to buy)	\$63.2						01/21/2003 ⁽²⁾	04/17/2012	Common Stock	12,000		12,000	D		
Employee Stock Option (right to buy)	\$40.32						01/27/2004 ⁽²⁾	04/17/2013	Common Stock	11,900		11,900	D		
Employee Stock Option (right to buy)	\$52.5						01/26/2005 ⁽²⁾	04/16/2014	Common Stock	8,500		8,500	D		
Employee Stock Option (right to buy)	\$54.99						01/25/2006 ⁽²⁾	04/21/2015	Common Stock	12,000		12,000	D		
Employee Stock Option (right to buy)	\$56.47						01/24/2007 ⁽²⁾	02/15/2016	Common Stock	10,600		10,600	D		
Employee Stock Option (right to buy)	\$58.98						01/23/2008 ⁽²⁾	01/23/2017	Common Stock	12,000		12,000	D		
Employee Stock Option (right to buy)	\$37.45						01/22/2009 ⁽²⁾	01/22/2018	Common Stock	20,000		20,000	D		
Employee Stock Option (right to buy)	\$17.32						01/27/2010 ⁽²⁾	01/27/2019	Common Stock	20,700		20,700	D		
Phantom Stock Units ⁽³⁾	⁽⁴⁾	05/28/2010		<u>A</u>		311	02/05/2011 ⁽⁵⁾	02/05/2011 ⁽⁵⁾	Common Stock	311	\$ 0	2,359	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 Thomas D. Ogden 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.

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 Number.