

Edgar Filing: COMERICA INC /NEW/ - Form 4

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 39.16					07/27/2011 ⁽³⁾ 07/27/2020	Common Stock	625
Employee Stock Option (Right to Buy)	\$ 39.1					01/25/2012 ⁽³⁾ 01/25/2021	Common Stock	1,225
Employee Stock Option (Right to Buy)	\$ 29.6					01/24/2013 ⁽³⁾ 01/24/2022	Common Stock	2,750
Employee Stock Option (Right to Buy)	\$ 33.79					01/22/2014 ⁽³⁾ 01/22/2023	Common Stock	3,300
Employee Stock Option (Right to Buy)	\$ 49.51					01/21/2015 ⁽³⁾ 01/21/2024	Common Stock	1,578
Employee Stock Option (Right to Buy)	\$ 42.32					01/27/2016 ⁽³⁾ 01/27/2025	Common Stock	2,270
	\$ 32.97					01/26/2017 ⁽³⁾ 01/26/2026		3,515

Employee Stock Option (Right to Buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 67.66	01/24/2018 ⁽³⁾	01/24/2027	Common Stock	1,925

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guilfoile Peter William 1717 MAIN STREET DALLAS, TX 75201			Executive Vice President	

Signatures

/s/ Jennifer S. Perry, on behalf of Peter W. Guilfoile through Power of Attorney	03/02/2017
**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).
- On January 21, 2014, a "target" award of 3,090 performance restricted stock units ("SELTPP units") was granted to the reporting person pursuant to Comerica Incorporated's long-term incentive plan. The SELTPP units are settled in stock and vest in one installment following a certification of results for a three-year performance period. The performance period ended on December 31, 2016, and on
- (1) February 28, 2017, the SELTPP units vested upon Comerica's Governance, Compensation and Nominating Committee certification that (1) performance was achieved at 100.6% based upon satisfaction of a three-year average adjusted return on common equity performance goal and (2) the negative total shareholder return modifier of 10 percentage points would not be applied based upon satisfaction of a relative total shareholder return goal.
 - (2) Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of February 28, 2017.
 - (3) The options vest in four equal annual installments (based on the original grant amount) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.