

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Duprey David E</u>  (Last) (First) (Middle) <u>COMERICA INCORPORATED</u> <u>1717 MAIN STREET, MC 3145</u>  (Street) <u>DALLAS TX 75201</u>  (City) (State) (Zip)			<u>COMERICA INC /NEW/ [ CMA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2017</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner Officer (give title below) Other (specify below) <u>EVP and CFO</u>  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	

**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	01/30/2017		M		18,500	A	\$39.16	105,754 <sup>(1)</sup>	D	
Common Stock	01/30/2017		S		18,500	D	\$67.965 <sup>(2)</sup>	87,254 <sup>(1)</sup>	D	
Common Stock	01/30/2017		M		18,500	A	\$39.1	105,754 <sup>(1)</sup>	D	
Common Stock	01/30/2017		S		18,500	D	\$67.96 <sup>(3)</sup>	87,254 <sup>(1)</sup>	D	
Common Stock	01/31/2017		M		17,500	A	\$29.6	104,754 <sup>(4)</sup>	D	
Common Stock	01/31/2017		S		17,500	D	\$67.567 <sup>(5)</sup>	87,254 <sup>(4)</sup>	D	
Common Stock	01/31/2017		M		4,500	A	\$33.79	91,754 <sup>(4)</sup>	D	
Common Stock	01/31/2017		S		4,500	D	\$67.579	87,254 <sup>(4)</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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$39.16	01/30/2017		M			18,500	07/27/2011 <sup>(6)</sup>	07/27/2020	Common Stock	18,500	\$0	0	D	
Employee Stock Option (right to buy)	\$39.1	01/30/2017		M			18,500	01/25/2012 <sup>(6)</sup>	01/25/2021	Common Stock	18,500	\$0	0	D	
Employee Stock Option (right to buy)	\$29.6	01/31/2017		M			17,500	01/24/2013 <sup>(6)</sup>	01/24/2022	Common Stock	17,500	\$0	0	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$33.79	01/31/2017		M			4,500	01/22/2014 <sup>(6)</sup>	01/22/2023	Common Stock	4,500	\$0	0	D	
Employee Stock Option (right to buy)	\$49.51							01/21/2015 <sup>(6)</sup>	01/21/2024	Common Stock	4,055		4,055	D	
Employee Stock Option (right to buy)	\$42.32							01/27/2016 <sup>(6)</sup>	01/27/2025	Common Stock	4,680		4,680	D	
Employee Stock Option (right to buy)	\$32.97							01/26/2017 <sup>(6)</sup>	01/26/2026	Common Stock	5,370		5,370	D	
Employee Stock Option (right to buy)	\$67.66							01/24/2018 <sup>(6)</sup>	01/24/2027	Common Stock	4,175		4,175	D	

**Explanation of Responses:**

- Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 30, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.81 to \$68.17, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.81 to \$68.14, inclusive.
- Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 31, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.55 to \$67.65, inclusive.
- The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

**Remarks:**

/s/ Jennifer S. Perry, on behalf  
of David E. Duprey through 02/01/2017  
Power of Attorney

\*\* Signature of Reporting Person      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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