

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

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ 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* <u>RITCHIE MICHAEL T</u> (Last) (First) (Middle) <u>411 WEST LAFAYETTE, MC-3247</u> (Street) <u>DETROIT MI 48226</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMERICA INC /NEW/ [CMA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>Executive Vice President</u> 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
---	--	--

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	01/31/2017		M		10,800	A	\$39.1	30,045 ⁽¹⁾	D	
Common Stock	01/31/2017		S		6,620	D	\$67.67	23,425 ⁽¹⁾	D	
Common Stock	01/31/2017		S		747	D	\$67.68	22,678 ⁽¹⁾	D	
Common Stock	01/31/2017		S		348	D	\$67.69	22,330 ⁽¹⁾	D	
Common Stock	01/31/2017		S		800	D	\$67.7	21,530 ⁽¹⁾	D	
Common Stock	01/31/2017		S		953	D	\$67.71	20,577 ⁽¹⁾	D	
Common Stock	01/31/2017		S		432	D	\$67.73	20,145 ⁽¹⁾	D	
Common Stock	01/31/2017		S		200	D	\$67.74	19,945 ⁽¹⁾	D	
Common Stock	01/31/2017		S		300	D	\$67.75	19,645 ⁽¹⁾	D	
Common Stock	01/31/2017		S		400	D	\$67.76	19,245 ⁽¹⁾	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)	\$39.1	01/31/2017		M			10,800	01/25/2012 ⁽²⁾	01/25/2021	Common Stock	10,800	\$0	0	D	
Employee Stock Option (right to buy)	\$33.79							01/22/2014 ⁽²⁾	01/22/2023	Common Stock	2,000		2,000	D	
Employee Stock Option (right to buy)	\$49.51							01/21/2015 ⁽²⁾	01/21/2024	Common Stock	2,592		2,592	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)	\$42.32							01/27/2016 ⁽²⁾	01/27/2025	Common Stock	3,060		3,060	D	
Employee Stock Option (right to buy)	\$32.97							01/26/2017 ⁽²⁾	01/26/2026	Common Stock	4,265		4,265	D	
Employee Stock Option (right to buy)	\$67.66							01/24/2018 ⁽²⁾	01/24/2027	Common Stock	2,210		2,210	D	

Explanation of Responses:

- 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 31, 2017.
- 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 Michael T. Ritchie through 02/02/2017
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.

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.