

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
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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>FARMER CURTIS C</u>  (Last) (First) (Middle) <u>COMERICA INCORPORATED</u> <u>1717 MAIN STREET, MC 6404</u>  (Street) <u>DALLAS TX 75201</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>02/28/2017</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>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
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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	02/28/2017		A		12,571 <sup>(1)</sup>	A	\$0	77,465 <sup>(2)</sup>	D	
Common Stock	02/28/2017		F		5,274	D	\$71.28	72,191 <sup>(2)</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		Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$39.16						07/27/2011 <sup>(3)</sup>	07/27/2020	Common Stock 21,000		21,000	D	
Employee Stock Option (right to buy)	\$39.1						01/25/2012 <sup>(3)</sup>	01/25/2021	Common Stock 22,000		22,000	D	
Employee Stock Option (right to buy)	\$29.6						01/24/2013 <sup>(3)</sup>	01/24/2022	Common Stock 15,750		15,750	D	
Employee Stock Option (right to buy)	\$33.79						01/22/2014 <sup>(3)</sup>	01/22/2023	Common Stock 5,500		5,500	D	
Employee Stock Option (right to buy)	\$49.51						01/21/2015 <sup>(3)</sup>	01/21/2024	Common Stock 6,385		6,385	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 <sup>(3)</sup>	01/27/2025	Common Stock	7,220		7,220	D	
Employee Stock Option (right to buy)	\$32.97							01/26/2017 <sup>(3)</sup>	01/26/2026	Common Stock	11,295		11,295	D	
Employee Stock Option (right to buy)	\$67.66							01/24/2018 <sup>(3)</sup>	01/24/2027	Common Stock	5,695		5,695	D	

**Explanation of Responses:**

1. On January 21, 2014, a "target" award of 12,497 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 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 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.

**Remarks:**

/s/ Jennifer S. Perry, on behalf  
of Curtis C. Farmer through 03/02/2017  
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.

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