Burkhart Megan D
Form 4
January 25, 2012

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burkhart Megan D
(Last) (First) (Middle)
1717 MAIN STREET, MC 6515
(Street)
DALLAS, TX 75201
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP - Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/23/2012		F		62	D	$ 29.5	7,651 (1)	D	
Common Stock	01/24/2012		A		9,000 (2)	A	$ 0	16,651 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	$ 63.2							01/21/2003(3)	04/17/2012	Common Stock
Employee Stock Option (right to buy)	$ 52.5							01/26/2005(3)	04/16/2014	Common Stock
Employee Stock Option (right to buy)	$ 54.99							01/25/2006(3)	04/21/2015	Common Stock
Employee Stock Option (right to buy)	$ 56.47							01/24/2007(3)	02/15/2016	Common Stock
Employee Stock Option (right to buy)	$ 58.98							01/23/2008(3)	01/23/2017	Common Stock
Employee Stock Option (right to buy)	$ 37.45							01/22/2009(3)	01/22/2018	Common Stock
Employee Stock Option (right to buy)	$ 17.32							01/27/2010(3)	01/27/2019	Common Stock
Employee Stock Option	$ 34.78							01/26/2011(3)	01/26/2020	Common Stock

(right to buy)								
Employee Stock Option (right to buy)	$ 39.1					01/25/2012(3)	01/25/2021	Common Stock
Employee Stock Option (right to buy)	$ 29.6	01/24/2012		A	11,500	01/24/2013(3)	01/24/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burkhart Megan D 1717 MAIN STREET MC 6515 DALLAS, TX 75201			EVP - Chief HR Officer	

Signatures

/s/ Jennifer S. Perry, on behalf of Megan D. Burkhart through Power of Attorney	01/25/2012
**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).
- **(1)** Includes shares acquired through employee stock plans and shares purchased with reinvested dividends as of January 23, 2012.
- **(2)** Shares of restricted stock awarded under issuer's Long-Term Incentive Plan.
- **(3)** The options vest in four equal annual installments 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.