

WARDEN GAIL L
Form 4
January 09, 2006

FORM 4

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WARDEN GAIL L

(Last) (First) (Middle)

500 WOODWARD AVE., 31ST
FLOOR

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

COMERICA INC /NEW/ [CMA]

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

01/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/06/2006		A	112 ⁽¹⁾ A \$ 56.89	5,005 ⁽²⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 29.08					05/17/1997	05/17/2006	Common Stock	1,286
Director Stock Option (right to buy)	\$ 40.09					05/16/1998	05/16/2007	Common Stock	1,500
Director Stock Option (right to buy)	\$ 65.13					05/15/1999	05/15/2008	Common Stock	1,500
Director Stock Option (right to buy)	\$ 62.75					05/21/2000	05/21/2009	Common Stock	1,500
Director Stock Option (right to buy)	\$ 44.13					05/19/2001	05/19/2010	Common Stock	2,000
Director Stock Option (right to buy)	\$ 57.15					05/22/2002	05/20/2011	Common Stock	2,500
Director Stock Option	\$ 64.5					05/21/2003	05/21/2012	Common Stock	2,500

(right to
buy)Director
Stock

Option \$ 43.63

05/20/2004

05/20/2013

Common
Stock

2,500

(right to
buy)Director
Stock

Option \$ 53.87

05/18/2005

05/18/2014

Common
Stock

2,500

(right to
buy)

Restricted

Stock \$ 0 ⁽³⁾08/08/1988⁽⁴⁾08/08/1988⁽⁴⁾Common
Stock

319

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARDEN GAIL L 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226	X			

Signatures

/s/ Robert W. Spencer, Jr., on behalf of Gail L.
Warden

01/09/2006

__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) Stock units acquired under a deferral plan. The units are being reported in Table I because they are distributed in the form of common stock, on a one-for-one basis.
- (2) Includes stock units held pursuant to deferred director plans, restricted stock units, and shares purchased with reinvested dividends as of January 6, 2006.
- (3) Each restricted stock unit represents a contingent right to receive one share of Comerica common stock.
- (4) The restricted stock units vest one year after the date of grant. Vested shares are settled one year after cessation of service on the board.

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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