

COMERICA INC /NEW/
Form 4
February 16, 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 *
BABB RALPH W JR

(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)
02/15/2006

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)

Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2006		A	29,000	A \$ 0 196,685 ⁽¹⁾	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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 56.47	02/15/2006		A	100,000			02/15/2007 ⁽²⁾	02/15/2016	Common Stock	100,000
Employee Stock Option (right to buy)	\$ 54.99							01/25/2006 ⁽²⁾	04/21/2015	Common Stock	175,000
Employee Stock Option (right to buy)	\$ 25.42							01/17/1997 ⁽²⁾	04/14/2006	Common Stock	18,000
Employee Stock Option (right to buy)	\$ 40.25							01/20/1998 ⁽²⁾	04/20/2007	Common Stock	21,000
Employee Stock Option (right to buy)	\$ 71.58							01/15/1999 ⁽²⁾	03/20/2008	Common Stock	25,000
Employee Stock Option (right to buy)	\$ 66.81							01/14/2000 ⁽²⁾	03/19/2009	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 41.5							01/19/2001 ⁽²⁾	03/17/2010	Common Stock	75,000
Employee Stock Option	\$ 51.43							01/22/2002 ⁽²⁾	05/02/2011	Common Stock	75,000

(right to
buy)Employee
Stock

Option \$ 54.95

(right to
buy)10/01/2002⁽²⁾ 09/30/2011Common
Stock 50Employee
Stock

Option \$ 63.2

(right to
buy)01/21/2003⁽²⁾ 04/17/2012Common
Stock 125Employee
Stock

Option \$ 40.32

(right to
buy)01/27/2004⁽²⁾ 04/17/2013Common
Stock 120Employee
Stock

Option \$ 52.5

(right to
buy)01/26/2005⁽²⁾ 04/16/2014Common
Stock 150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BABB RALPH W JR 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226	X		Chairman, President & CEO	

Signatures

/s/ Robert W. Spencer, Jr., on behalf of Ralph W.
Babb, Jr.

02/16/2006

**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) This number includes shares purchased under the CMA dividend reinvestment plan and shares acquired through employee stock plans as of February 15, 2006.

(2) 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.

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