

COMERICA INC /NEW/
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
FULTON J MICHAEL

(Last) (First) (Middle)

**COMERICA BANK, 333 W.
SANTA CLARA**

(Street)

SAN JOSE, CA 95113

(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)
Pres/CEO-Comerica Bank-W. Mkt.

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) Price | | | |
| Common Stock | 02/15/2006 | | A | 8,000 A \$ 0 | 64,729 ⁽¹⁾ | D | |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 56.47 | 02/15/2006 | | A | 32,000 | 02/15/2007 ⁽²⁾ 02/15/2016 | Common Stock | 32,000 |
| Employee Stock Option (right to buy) | \$ 54.99 | | | | | 01/25/2006 ⁽²⁾ 04/21/2015 | Common Stock | 40,000 |
| Employee Stock Option (right to buy) | \$ 40.25 | | | | | 01/20/1998 ⁽²⁾ 04/20/2007 | Common Stock | 15,000 |
| 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 | 25,000 |
| Employee Stock Option (right to buy) | \$ 41.5 | | | | | 01/19/2001 ⁽²⁾ 03/17/2010 | Common Stock | 18,000 |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | 01/22/2002 ⁽²⁾ 05/02/2011 | Common Stock | 16,200 |
| | \$ 63.2 | | | | | 01/21/2003 ⁽²⁾ 04/17/2012 | | 25,800 |

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option \$ 40.32
(right to
buy)

01/27/2004⁽²⁾ 04/17/2013

Common
Stock 24,7

Employee
Stock
Option \$ 52.5
(right to
buy)

01/26/2005⁽²⁾ 04/16/2014

Common
Stock 40,0

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FULTON J MICHAEL COMERICA BANK 333 W. SANTA CLARA SAN JOSE, CA 95113 | | | Pres/CEO-Comerica Bank-W. Mkt. | |

Signatures

/s/ Robert W. Spencer, Jr., on behalf of J. Michael
Fulton

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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