

COMERICA INC /NEW/
Form 4/A
August 24, 2005

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 *
BERAN JOHN R

(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)
08/16/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
08/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

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 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 (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|-------------------------------------|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 25.42 | | | | | | | | 01/17/1997 ⁽¹⁾ | 04/14/2006 | Common Stock | 1,800 |
| Employee Stock Option (right to buy) | \$ 40.25 | | | | | | | | 01/20/1998 ⁽¹⁾ | 04/20/2007 | Common Stock | 16,500 |
| Employee Stock Option (right to buy) | \$ 71.58 | | | | | | | | 01/15/1999 ⁽¹⁾ | 03/20/2008 | Common Stock | 15,000 |
| Employee Stock Option (right to buy) | \$ 66.81 | | | | | | | | 01/14/2000 ⁽¹⁾ | 03/19/2009 | Common Stock | 20,000 |
| Employee Stock Option (right to buy) | \$ 41.5 | | | | | | | | 01/19/2001 ⁽¹⁾ | 03/17/2010 | Common Stock | 17,400 |
| Employee Stock Option (right to buy) | \$ 51.43 | | | | | | | | 01/22/2002 ⁽¹⁾ | 05/02/2011 | Common Stock | 15,800 |
| Employee Stock Option (right to buy) | \$ 63.2 | | | | | | | | 01/21/2003 ⁽¹⁾ | 04/17/2012 | Common Stock | 26,000 |
| | \$ 40.32 | | | | | | | | 01/27/2004 ⁽¹⁾ | 04/17/2013 | | 35,000 |

| | | | | | | |
|--|---------|---------------------------|------------|--|-----------------|--------|
| Employee Stock Option (right to buy) | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 52.5 | 01/26/2005 ⁽¹⁾ | 04/16/2014 | | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERAN JOHN R 500 WOODWARD AVE. 31ST FLOOR DETROIT, MI 48226 | | | Executive Vice President | |

Signatures

| | |
|--|---------------------|
| /s/ Robert W. Spencer, Jr. on behalf of John R. Beran | 08/24/2005 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 August 16, 2005.
- (2) This amendment being filed because of the stock option exercise reported on August 18, 2005 omitted 1,800 derivative securities that Reporting Person continued to own after the transaction occurred.

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.