

COMERICA INC /NEW/
Form 4
October 04, 2013

FORM 4

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

OMB APPROVAL

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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 *
KANE JACQUELINE P

(Last) (First) (Middle)

1717 MAIN STREET, MC 6404

(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)
10/02/2013

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 Indirect Ownership (Instr. 4)
Common Stock	10/02/2013		A	477 ⁽¹⁾ A	\$ 39.3	14,983 ⁽²⁾	D

Common Stock

2,325 I

By The
Steven and
Jacqueline
Kane Trust
U/A dtd
12/20/2010

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANE JACQUELINE P 1717 MAIN STREET MC 6404 DALLAS, TX 75201	X			

Signatures

/s/ Jennifer S. Perry, on behalf of Jacqueline P. Kane through Power of Attorney 10/04/2013

**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 deferred compensation 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, among other things, stock units held pursuant to a deferred compensation plan and restricted stock units as of October 2, 2013.

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. QUARTERLY EPS -----

Quarter Ended 9/30/05	\$.27	or less	\$.27	\$.33	\$.37	\$.39			
-----	Quarter Ended 12/31/05	.24	.25	.29	.31	.33			
-----	Quarter Ended 3/31/06	.28	.29	.34	.37	.39			
-----	Quarter Ended 6/30/06	.32	.33	.39	.41	.43			
-----	The quarterly EPS amounts presented above have								

been restated to reflect the Company's three-for-two stock split effective June 15, 2006. The employer match on participant contributions was \$1.00, \$1.00, \$1.00, and \$.50 for the four quarters of 2005, and \$.35, \$1.00, \$1.00 and \$1.00 for the four quarters of 2004, respectively. Matching employer contributions are made primarily in shares of Applied Industrial Technologies, Inc. common stock to the Company Stock Fund. Participants that elect to contribute to the Company Stock Fund, receive an additional 10% Bonus Match on the participant's pretax contributions not in excess of 6% of the participant's compensation. The Bonus Match is also made primarily in shares of Applied Industrial Technologies, Inc. common stock to the Company Stock Fund. Matching employer contributions and Bonus Match are invested in the Company Stock Fund and cannot be transferred to other investment options until age 55. The Company may also make a profit-sharing contribution to the Plan annually. Participants must be employed on June 30 of such Plan year and have completed at least one year of service, as defined in the Plan agreement, as of June 30 to be eligible to receive an allocation of the profit-sharing contribution. Additionally, the Company may contribute a special profit-sharing contribution to individuals who retire after attaining age 55 and completing ten years of service. Profit-sharing contributions are allocated to each participant's profit-sharing contribution account based upon the ratio of each participant's total compensation to the aggregate compensation of all participants eligible to receive a profit-sharing contribution. The profit-sharing contributions for the years ended December 31, 2005 and 2004 were composed of \$3,599,698 and \$2,020,515 in cash, and \$328,410 and \$173,524 in Applied Industrial Technologies, Inc. common stock, respectively. Contributions are excluded from participants' taxable income until such amounts are received by them as a distribution from the Plan. The Plan permits catch-up contributions for participants who are age 50 or older and defer the maximum amount allowed under the Plan. Maximum catch-up contribution limits were \$4,000 in 2005 and \$3,000 in 2004. The Plan provides for Rollover Contributions (amounts previously distributed to the participants from certain other tax-qualified plans) and Transfer Contributions (assets transferred from certain other tax-qualified plans) by or on behalf of an employee in accordance with procedures established by the Company.

INVESTMENT OF CONTRIBUTIONS - Participants elect investment of profit-sharing and pretax contributions in 1% increments in the Company's Stock, RVST Income Fund II, American Fundamental Investors Fund, American EuroPacific Growth Fund, T Rowe Price Mid-Cap Growth Fund, Pimco Total Return Fund, Franklin Small-Cap Growth II Fund, Vanguard Asset Allocation Fund, AIT Large-Cap Growth Fund (consisting of Vanguard Growth Index 5 Fund, Harbor Capital Appreciation Fund and Wilshire Target Large Growth Fund), RVS S&P 500 Index Fund, Lord Abbett Mid-Cap Value Fund, Royce Total Return Fund, Calamos Growth Fund, or the Washington Mutual Investors Fund. The portion of the Plan that is invested in the Company Stock Fund is intended to be an Employee Stock Ownership Plan (ESOP) under code section 4975 (e)(7) and ERISA section 407 (d)(6). Participants may elect to change their investment elections as to future contributions and may also elect to reallocate a portion or all of their account balances among the investment choices in increments of 1% of the total amount to be reallocated. All such elections are filed with the Trustee and become effective daily. During plan year 2004, the Washington Mutual investor's Fund was added to the Plan and the Alliance Growth & Income Fund was removed. The value of the Company's common stock and other funds and the interest of individual participants under each investment are calculated daily (daily valuation).

VESTING AND DISTRIBUTIONS - Each participant is immediately and fully vested in their participant contributions and earnings thereon. Participants vest in Matching Employer Contributions and Profit-Sharing Contributions at a rate of 25% for each year of eligible service, becoming completely vested after four years, or at death, termination of employment due to physical or mental disability determined by the Company upon the basis of a written certificate of a physician selected by it, or normal early retirement as defined in the Plan. Upon termination of employment, participants may receive lump sum or installment distributions of their vested account balances as soon as administratively possible. The Plan permits hardship withdrawals, if the hardship criteria is met, or in-service distributions at age 59 1/2. These distributions are limited to participant rollovers, salary deferral and catch-up contributions. Forfeitures of nonvested amounts are applied to reduce future matching employer contributions. Total forfeitures were \$45,459 in 2005 and \$72,687 in 2004.

LOANS - Participants may borrow from their 401(k) contributions, 401(k) catch-up contributions, rollover contributions and transferred contributions a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of the aggregate sum of the participants' accounts. Loan terms range from 1-5 years or up to ten years if used for the purchase of a primary residence. Loans that originated from merged plans are also reflected in loans to participants in the Plan's financial statements. These loans are to be repaid to the Plan in accordance with their original terms. The loans are secured by the balance in the participants' accounts and bear interest at rates prevailing at the time the loans were made. Principal

and interest are paid ratably through bi-weekly payroll deductions. Funds cannot be borrowed from the profit-sharing or Company matching contributions. Deemed distributed loans, as defined by the Department of Labor, are included as part of loans to participants, which are included in the assets of the Plan. The amount of deemed distributed loans were \$243,056 in 2005 and \$189,645 in 2004. PLAN TERMINATION - The Plan was adopted with the expectation that it will continue indefinitely. The Company may, however, terminate the Plan at any time and may amend the Plan from time to time. In the event of termination of the Plan, all participants will immediately become fully vested in their accounts. 6 TAX STATUS OF THE PLAN - The Plan obtained its latest determination letter dated July 12, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving this determination letter. The amended Plan is dated November 5, 2005 which amends the Plan effective March 1, 2003. The Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. RECLASSIFICATIONS - Certain prior period amounts have been reclassified to conform to the current year presentation. 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES BASIS OF ACCOUNTING - The accompanying financial statements have been prepared on the accrual basis of accounting. USE OF ESTIMATES -- The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. VALUATION OF INVESTMENTS - Investments are accounted for at cost on the trade-date and are reported in the statement of net assets available for benefits at fair value. The investment in Applied Industrial Technologies, Inc. common stock is valued using the year-end closing price listed by the New York Stock Exchange. Investment funds are stated at values using year-end closing prices for each of the funds or quoted market prices. Participant loans are stated at cost, which approximates fair value. RISKS AND UNCERTAINTIES -- In general, investment securities are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities could occur in the near term, and such changes could materially affect the amounts reported in the statements of net assets available for benefits and statement of changes in net assets available for benefits. BENEFIT PAYMENTS - Distributions to participants are recorded by the Plan when payments are made. ADMINISTRATIVE EXPENSES - Administrative expenses of the Plan are paid by the Plan or the Company, as determined by the Company. 3. INVESTMENTS The Plan provides that, in accordance with the investment objectives established by the Company, the Trustee of the Plan shall hold, invest, reinvest, manage and administer all assets of the Plan as a trust fund for the exclusive benefit of participants and their beneficiaries. Plan investments exceeding 5% of net assets available for benefits as of December 31, 2005 and 2004 were as follows: 7 DESCRIPTION OF INVESTMENT 2005 2004 ----- Applied Industrial Technologies, Inc. Common Stock \$101,308,754 \$80,646,055 RVST Income II Fund 42,519,751 41,434,628 American Fundamental Investors Fund 35,314,446 31,747,877 American EuroPacific Growth Fund 24,842,975 19,393,286 AIT Large-Cap Growth Fund 24,446,949 21,882,065 4. NON-PARTICIPANT-DIRECTED INVESTMENTS The Plan's only non-participant directed transactions are contained within the Company Stock Fund, which includes both participant and non-participant directed transactions. Information about the net assets and the significant components of the changes in net assets relating to the Company Stock Fund is as follows: 2005 2004 ----- Net Assets: Common stock \$101,308,754 \$ 80,646,055 Change in Net Assets: Contributions \$ 7,778,848 \$ 6,585,238 Dividends 1,422,908 976,828 Net appreciation in fair value 18,407,127 32,637,365 Benefits paid to participants (4,931,604) (2,685,235) Transfers to participant-directed investments, net (2,014,580) (1,799,292) ----- \$ 20,662,699 \$ 35,714,904 ===== 5. SUBSEQUENT EVENTS As of May 8, 2006, the diversification rules relating to Matching Contributions invested in the Company Stock Fund were expanded. Any Participant under age 50 is now permitted to elect during a Plan Year to transfer up to 25% of the portion of his or her Matching Contribution Account invested in the Company Stock Fund to other investment options offered under the Plan; provided, however, that at least 12 months have elapsed since the immediately preceding election. Any Participant who has attained age 50 is now permitted to transfer up to 100% of his or her Matching Contribution Account invested in the Company Stock Fund to other investment options offered under the Plan. On May 2, 2006, the Company's Board of Directors declared a three-for-two stock split of the

Company's common stock. The stock split was paid on June 15, 2006 to shareholders of record on June 1, 2006. All share and per share data have been restated to reflect this three-for-two stock split. ***** 8 APPLIED INDUSTRIAL TECHNOLOGIES, INC. RETIREMENT SAVINGS PLAN Employer ID Number: 34-0117420 Plan Number: 003 SCHEDULE H LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2005

----- (a) (b) (c) (d) (e) IDENTITY OF ISSUER, BORROWER, CURRENT LESSOR OR SIMILAR PARTY
 DESCRIPTION OF INVESTMENT COST VALUE * Applied Industrial Tech., Inc. Common Stock - 3,329,895 units \$ 48,057,435 \$ 101,308,754 * Ameriprise Trust Company RVST Income Fund II - 1,666,171 units ** 42,519,751 The American Funds Group American Fundamental Investors Fund - 997,583 units ** 35,314,446 The American Funds Group American EuroPacific Growth Fund - 603,839 units ** 24,842,975 T. Rowe Price T Rowe Price Mid-Cap Growth Fund - 266,526 units ** 14,445,852 Pimco Fund Pimco Total Return Fund - 1,370,475 units ** 14,400,377 Franklin Templeton Franklin Small-Cap Growth II Fund - 1,012,910 units ** 12,752,554 The Vanguard Group Vanguard Asset Allocation Fund - 373,101 units ** 9,450,647 The Vanguard Group Index Fund Vanguard Growth Index Fund - 609,459 units ** 8,315,305 * Participant Loans Participant Loans (with interest rates ** 8,212,544 ranging from 7.00% to 11.50% and maturity dates ranging from January 2006 to July 2027) Wilshire Target Fund Wilshire Target Large Growth Fund - 472,461 units ** 8,070,280 Harbor Fund Harbor Capital Appreciation Fund - 498,217 units ** 8,061,364 * Ameriprise Trust Company RVS S&P 500 Index Fund - 1,502,250 units ** 7,240,864 Lord Abbett Mid-Cap Value Lord Abbett Mid-Cap Value Fund - 268,697 units ** 6,010,753 Royce Total Return Royce Total Return Fund - 421,644 units ** 5,315,007 Calamos Fund Calamos Growth Fund - 83,186 units ** 4,580,254 Washington Mutual Washington Mutual Investors Fund - 147,776 units ** 4,557,441 ----- Total \$ 315,399,168 ===== * Represents a party-in-interest ** Indicates a participant-directed fund. The cost disclosure not required. 9