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COMERICA INC /NEW/
Form 11-K
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the
Securities Exchange Act of 1934
For the Fiscal year Ended December 31, 2001
Commission File Number 33-42485

- A. Full title of the Plan and address of the Plan, if different from that of the issuer named below:

COMERICA INCORPORATED PREFERRED SAVINGS PLAN

- B. Name of issuer of securities held pursuant to the Plan and address of its principal executive office:

COMERICA INCORPORATED
Comerica Tower at
One Detroit Center
500 Woodward Avenue
Detroit, Michigan 48226

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INFORMATION FURNISHED WITH RESPECT TO THE PLAN

The following financial statements, notes to financial statements and consents are included in this Report:

1. Financial statements for the Plan consisting of:
 - A. Report of Independent Auditors.
 - B. Financial Statements
 1. Statement of Assets Available for Benefits as of December 30, 2001 and as of December 30, 2000.
 2. Statement of Changes in Assets Available for Benefits for the year ended December 30, 2001.
 3. Notes to Financial Statements
 - D. Supplemental Schedules to Financial Statements.
2. Consent of Independent Auditors.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the administrator of the Plan has duly caused this Annual Report to be signed by the undersigned thereunto duly authorized.

Comerica Incorporated
Preferred Savings Plan

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By: /s/ Carol H. Rodriguez

Carol H. Rodriguez
Vice President
Comerica Incorporated

Dated: June 28, 2002

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1. Comerica Incorporated Preferred Savings
Plan Financial Statements and Schedules for Years
Ended December 30, 2001 and December 30, 2000
(Including Report of Independent Auditors).
2. Consent of Ernst and Young LLP.

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FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Comerica Incorporated Preferred Savings Plan
December 30, 2001 and 2000 and Year ended December 30, 2001
with Report of Independent Auditors

Comerica Incorporated
Preferred Savings Plan

Financial Statements and Supplemental Schedules

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December 30, 2001 and 2000 and
Year ended December 30, 2001

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Report of Independent Auditors

Employee Benefits Committee
Comerica Incorporated Preferred Savings Plan

We have audited the accompanying statements of assets available for benefits of the Comerica Incorporated Preferred Savings Plan as of December 30, 2001 and 2000 and the related statement of changes in assets available for benefits for the year ended December 30, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's assets available for benefits at December 30, 2001 and 2000 and the changes therein for the year ended December 30, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001 and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary

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information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 14, 2002

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Comerica Incorporated Preferred Savings Plan
Statements of Assets Available for Benefits

	DECEMBER 30	
	2001	2000
	-----	-----
ASSETS		
Investments, at fair value:		
Mutual and money market funds	\$218,478,446	\$217,776,939
Collective trust funds	72,956,768	54,484,011
Comerica Incorporated common stock	270,243,519	231,685,907
Participant loans	17,747,304	16,505,602
Corporate stock	301,494	-
	-----	-----
Total Investments	579,727,531	520,452,459
Accrued income	2,410,107	1,869,095
Contribution receivable	8,264,000	7,100,000
	-----	-----
Total assets	\$590,401,638	\$529,421,554
	=====	=====

See accompanying notes.

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Comerica Incorporated Preferred Savings Plan
Statement of Changes in Net Assets
Year ended December 30, 2001

ADDITIONS		
Participant contributions	\$	33,622,533

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Employer contributions	14,292,917
Transfer of assets from Imperial Bancorp (Note 1)	56,901,290
Interest and dividend income	16,108,906

Total additions	120,925,646
DEDUCTIONS	
Distributions to participants	31,941,458
Loan fees	128,020

	32,069,478
Net depreciation in fair value of investments	(27,876,084)

Net increase	60,980,084
Assets available for benefits:	
Beginning of year	529,421,554

End of year	\$ 590,401,638
	=====

See accompanying notes.

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Comerica Incorporated Preferred Savings Plan

Notes to Financial Statements (continued)

December 30, 2001 and 2000 and
Year ended December 30, 2001

1. DESCRIPTION OF THE PLAN

The Comerica Incorporated Preferred Savings Plan (the "Plan") is a defined contribution plan covering all eligible employees of Comerica Incorporated (the "Corporation") and certain subsidiaries.

On January 29, 2001, the Corporation acquired Imperial Bancorp. As a result, the assets from the Employee Stock Ownership Plan of Imperial Bancorp and the Salary Investment Plan of Imperial Bancorp transferred to the Plan on August 31, 2001 and September 17, 2001, respectively. Participants in the Imperial Bancorp Plans became eligible to contribute to the Plan as of July 1, 2001.

Information about the plan agreement, participants' investment alternatives and the vesting and benefit provisions is contained in the pamphlet "Comerica Incorporated Preferred Savings Plan." Copies of this pamphlet are available from the Human Resources office.

Participants may make annual contributions to the Plan on a pre-tax basis, not to exceed the lesser of 20% of the participant's annual compensation or the IRS allowed maximum (\$10,500 in 2001 and 2000).

The Corporation will match a percentage of the first \$3,000 of the participant's pre-tax contributions, as defined by the Plan. In addition, the Corporation may make discretionary contributions based upon attaining certain corporate financial performance measurements. Both the Corporation match and discretionary

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contribution are invested in Comerica stock.

During 1999, the Plan was amended to add an Employee Stock Ownership Plan (ESOP) provision to the Plan. Participants' investments in Comerica Incorporated stock, including corporate matching contributions, are held in an ESOP account and dividends earned on Comerica stock are paid outside the Plan. Participants may elect to either reinvest the dividends in Comerica Incorporated stock within the Plan or receive the dividends as cash with their regular pay.

Contributions receivable represent amounts due from the Corporation under a performance match program which rewards employee results through a corporate contribution to participants' ESOP accounts.

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Comerica Incorporated Preferred Savings Plan

Notes to Financial Statements (continued)

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participants direct the investment of their accounts, excepting the nonparticipant directed investment in Comerica Incorporated common stock, among the investment funds offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

The Corporation has the right to amend or terminate the Plan at any time. In the event the Plan is terminated, all participants' accounts become fully vested and nonforfeitable.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The fair values of the participation units owned by the Plan in mutual and collective trust funds are based on the net asset values on the last business day of the plan year.

Marketable securities are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on that date are valued at the average of the last reported bid and ask prices.

The fair value of investments in Comerica Incorporated common stock is based on the last reported sales price on the last business day of the plan year as traded on the New York Stock Exchange.

The participant loans are valued at their outstanding balances, which approximate fair value.

Administrative expenses incurred in connection with the operation of the Plan are borne by the Corporation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Comerica Incorporated Preferred Savings Plan
Notes to Financial Statements (continued)

3. INVESTMENTS

The fair value of individual investments that represent 5% or more of the Plan assets at the end of the respective years are as follows:

	DECEMBER 30	
	2001	2000
	-----	-----
Munder Multi-Season Growth Fund	\$ 39,428,045	\$ 49,381,195
Comerica Investment Contract Fund	72,956,768	54,484,011
*Munder Institutional S&P 500 Index Equity Fund	69,302,342	72,432,748
Comerica Incorporated common stock	270,243,519	231,685,907

*Fund name changed from Munder 500 Index Fund to Munder Institutional S&P 500 Index Equity Fund during 2001.

During 2001, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

Year ended December 30, 2001:	
Mutual and money market funds	\$ (35,126,918)
Common stocks	7,250,834

	\$ (27,876,084)
	=====

Comerica Incorporated Preferred Savings Plan
Notes to Financial Statements (continued)

4. NONPARTICIPANT-DIRECTED INVESTMENTS

The following information represents the net assets and the significant components of changes in net assets related to the nonparticipant-directed portion of the Comerica Incorporated common stock investment.

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	DECEMBER 30	
	2001	2000
	-----	-----
Investment, at fair value:		
Comerica Incorporated common stock	\$ 73,285,735	\$31,140,237
	=====	=====
		YEAR ENDED
		DECEMBER 30,
		2001

Changes in net assets:		
Employer contributions		\$ 13,067,558
Interest and dividend income		869,429
Distributions to participants		(4,244,229)
Net appreciation in fair value of investments		10,600,187
Transfer of assets from Imperial Bancorp		21,852,553

Increase in net assets		\$ 42,145,498
		=====

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Comerica Incorporated Preferred Savings Plan

Notes to Financial Statements (continued)

	COMERICA INCORPORATED COMMON STOCK	COMERICA INVESTMENT CONTRACT FUND	MUNDER CASH INVESTMENT FUND	MUNDER MULTI-SEASON GROWTH FUND
	-----	-----	-----	-----
Balance at December 31, 1999	\$ 115,488,136	\$ 38,687,064	\$ 18,472,845	\$ 52,122,180
Purchases in 2000	28,623,839	7,460,569	47,462,548	9,648,347
Sales in 2000	14,739,247	13,664,873	47,462,548	16,663,841
Transfer to/from funds		18,472,845	(18,472,845)	
	-----	-----	-----	-----
Balance at December 30, 2000	129,372,728	50,955,605	-	45,106,686
Purchases in 2001	32,889,722	28,305,779	52,851,097	4,628,387
Sales in 2001	19,409,454	13,215,099	52,851,097	7,136,215
Transfer to/from funds				
	-----	-----	-----	-----
Balance at December 30, 2001	\$ 142,852,996	\$ 66,046,285	\$ -	\$ 42,598,858
	=====	=====	=====	=====

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	MUNDER BOND FUND	MUNDER SMALL COMPANY GROWTH FUND	MUNDER EQUITY INCOME FUND	MUNDER LARGE CAP VALUE FUND	U.
Balance at December 31, 1999	\$ -	\$ 18,674,413	\$ 10,004,697	\$ -	\$
Purchases in 2000	465,652	3,862,675	1,720,390		
Sales in 2000	13,510	7,613,510	5,110,951		
Transfer to/from funds					
Balance at December 30, 2000	452,142	14,923,578	6,614,136	-	
Purchases in 2001	2,403,111	1,508,160		2,106,729	
Sales in 2001	607,373	16,431,738		1,180,923	
Transfer to/from funds			(6,614,136)	6,614,136	
Balance at December 30, 2001	\$ 2,247,880	\$ -	\$ -	\$ 7,539,942	\$

	MUNDER INTERNATIONAL EQUITY FUND	COMERICA SPECTRUM AGGRESSIVE FUND	COMERICA SPECTRUM MODERATE FUND	COMERICA SPECTRUM CONSERVATIVE FUND
Balance at December 31, 1999	\$11,016,681	\$ 4,373,469	\$ 3,879,329	\$ 1,297,040
Purchases in 2000				
Sales in 2000	11,016,681	4,373,469	3,879,329	1,297,040
Transfer to/from funds				
Balance at December 30, 2000	-	-	-	-
Purchases in 2001				
Sales in 2001				
Transfer to/from funds				
Balance at December 30, 2001	\$ -	\$ -	\$ -	\$ -

The Munder mutual funds are managed by Munder Capital Management, a consolidated subsidiary of Comerica Incorporated.

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Comerica Incorporated Preferred Savings Plan

Notes to Financial Statements (continued)

6. TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service

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dated June 29, 1998, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Employee Benefits Committee believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

7. DIFFERENCES BETWEEN FINANCIAL STATEMENTS AND FORM 5500

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end but not yet paid. Amounts allocated on Form 5500 to withdrawn participants at December 30, 2001 and 2000, respectively, were \$1,866,414 and \$1,531,765.

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Comerica Incorporated Preferred Savings Plan

Employer ID # 38-1998421
Plan # 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 30, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE
---	--

*Munder Mutual Funds

Multi-Season Growth Fund	--2,673,088 shares
Institutional S&P 500 Index Fund	--7,151,944 shares
Bond Fund	--258,271 shares
Large Cap Value Fund	--557,835 shares
US Government Income	--1,105,941 shares

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Liquidy Plus	Money Market Fund--73.73 shares
AIM Funds	AIM Basic Fund - 177,055 shares AIM Blue Chip--799,031 shares AIM Balanced Fund--484,573 shares
Neuberger Berman	Genesis Fund - 91,872 shares
Janus Funds	Janus Worldwide Investment Fund--289,440 shares
Federated Funds	Federated Growth Strat A #48--268,047 shares
Franklin Investments	Franklin Rising Dividend--209,829 shares
MFS	MFS New Discovery--704,479 shares
Putnam Investments	Putnam International Growth--632,670 shares Putnam Vista--1,049,866 shares
*Comerica Collective Trust Funds	Investment Contract Fund--72,951,925 shares

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Comerica Incorporated Preferred Savings Plan

Employer ID # 38-1998421
Plan # 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 30, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE
---	--

*Comerica Incorporated	Common stock--4,640,170 shares
CORPORATE STOCKS	
3COM Corp	13 shares
Advanced Micro Devices	50 shares
Anadigics	25 shares
AOL Time Warner	358 shares
Apple Computer Incorporated	20 shares
Applied Materials Inc	12 shares
Applied Micro Circuits Corp	847 shares
AT&T Corp	100 shares
AT&T Wireless Svcs	32 shares
BEA Systems Inc	100 shares
Check Point Software Tech	150 shares
Ciena Corp	18 shares
Cisco Systems Inc	686 shares
Citrix Systems Inc	110 shares
Compaq Computer Co	750 shares
Conductus Inc	22 shares

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Conexant Sys Inc	15 shares
Corning Inc	15 shares
Dell Computer Corp	500 shares
E Digital Corp	1,000 shares
E M C Corp	146 shares
E Trade Group	14 shares
Earthshell Corp	500 shares
EBAY Inc	14 shares
Ericsson L M Tel Co	68 shares

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Comerica Incorporated Preferred Savings Plan

Employer ID # 38-1998421
Plan # 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 30, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE
---	--

CORPORATE STOCKS (CONTINUED)

Exodus Communications Inc	1,436 shares
Global Crossing	243 shares
Halliburton Co Holding Co	19 shares
Harmonic Inc	165 shares
Home Depot Inc	1,305 shares
Identix Inc	100 shares
Inktomi Corporation	50 shares
Intel Corp	365 shares
Internet Cap Group Inc	14 shares
JDS Uniphase Corp	1,302 shares
Lucent Tech Inc	100 shares
MCDATA Corp	4 shares
Microsoft Corp	416 shares
Motorola Inc	24 shares
Netopia Inc	180 shares
Nokia Corp	208 shares
Nortel Networks	8 shares
Oracle Corporation	940 shares
Palm Inc	19 shares
Philip Morris Co	250 shares
Photon Dynamics Inc	200 shares
PMC-Sierra Inc	56 shares
Qualcomm Inc	345 shares
Quantum Corp DLT & Storage	150 shares
Rambus Inc	200 shares
Rational Software	70 shares

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Comerica Incorporated Preferred Savings Plan

Employer ID # 38-1998421
Plan # 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 30, 2001

IDENTITY OF ISSUE, BORROWER, LESSOR OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE
CORPORATE STOCKS (CONTINUED)	
Red Hat Inc	16 shares
Schlumberger	14 shares
Silicon Laboratories	147 shares
Software Holders TR Depositary	200 shares
Sun Microsystems Inc	332 shares
Terra Networks	36 shares
Texas Instruments Inc	60 shares
Tollgrade Communications	40 shares
Ventro Corp Com	8 shares
Verticalnet Inc	40 shares
Virage Inc	425 shares
Wal-mart Stores Inc	199 shares
WEBMD Corp	800 shares
Worldcom Inc	16 shares
Yahoo Inc	10 shares
Total Corporate Stock	
*Participant Loans	Interest rate range: 6% to 10.5%; with various maturity dates
TOTAL INVESTMENTS	

*Party-in-interest.

**Disclosure of historical cost information is not required for participant-directed investments.

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Comerica Incorporated Preferred Savings Plan

Employer ID # 1998421
Plan # 002

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Schedule H, Line 4j - Schedule of Reportable Transactions

For the year ended December 30, 2001

IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET (INCLUDING INTEREST RATE AND MATURITY IN CASE OF A LOAN)	PURCHASE PRICE

Category iii) A series of transactions involving securities of the same issue which, when aggregated, involve an amount in excess of 5% of the current value of plan assets:		
Comerica Incorporated	Common Stock: 190 purchases 311 sales	\$ 32,889,722

IDENTITY OF PARTY INVOLVED	EXPENSE INCURRED WITH TRANSACTION	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET (

Category iii) A series of transactions involving securities of the same issue which, when aggregated, involve an amount in excess of 5% of the current value of plan assets:				
Comerica Incorporated		\$ 32,889,722 19,409,454	\$ 32,889,722 32,343,234	\$12

* The commissions and fees related to purchases and sales of investments are included in the cost of investment or proceeds from the sale and are not separately identified by the Trustee.

There were no category i), ii) or iv) reportable transactions.

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EXHIBIT INDEX

Exhibit No. -----	Description -----
23	Consent of Independent Auditors