

COMERICA INC /NEW/
Form 8-K
January 22, 2007

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

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2007

COMERICA INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

1-10706

38-1998421

(State or other Jurisdiction
of Incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

Comerica Tower at Detroit Center
500 Woodward Avenue, MC 3391
Detroit, Michigan 48226

(Address of principal executive offices) (zip code)
(313) 222-6317

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SIGNATURE

EXHIBIT INDEX

Form of Standard Comerica Incorporated Restricted Stock Award Agreement (cliff vesting)

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ITEM 8.01 OTHER EVENTS

Comerica Incorporated (Comerica) previously disclosed its Form of Standard Comerica Incorporated Restricted Stock Award Agreement for non-cliff vesting under the Comerica Incorporated 2006 Long-Term Incentive Plan, as amended and/or restated from time to time, as Exhibit 10.3 to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2006. The Form of Standard Comerica Incorporated Restricted Stock Award Agreement for cliff vesting that Comerica also plans to use under the Comerica Incorporated 2006 Long-Term Incentive Plan, as amended and/or restated from time to time, is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Form of Standard Comerica Incorporated Restricted Stock Award Agreement (cliff vesting) under the Comerica Incorporated 2006 Long-Term Incentive Plan, as amended and/or restated from time to time.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMERICA INCORPORATED

By: /s/ Jon W. Bilstrom
Name: Jon W. Bilstrom
Title: Executive Vice President -
Governance,
Regulatory Relations and Legal
Affairs,
and Secretary

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Form of Standard Comerica Incorporated Restricted Stock Award Agreement (cliff vesting) under the Comerica Incorporated 2006 Long-Term Incentive Plan, as amended and/or restated from time to time. |