

COMERICA INC /NEW/  
Form 8-K  
April 30, 2012

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): April 24, 2012

COMERICA INCORPORATED  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other Jurisdiction<br>of Incorporation) | 1-10706<br>(Commission File Number) | 38-1998421<br>(IRS Employer<br>Identification Number) |
|---|-------------------------------------|---|

Comerica Bank Tower  
1717 Main Street, MC 6404  
Dallas, Texas 75201  
(Address of principal executive offices) (zip code)

(214) 462-6831  
(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))

## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

The Company held its 2012 Annual Meeting of Shareholders on April 24, 2012. Matters voted upon by shareholders at that meeting were:

- (i) the election of seven Class I and Class III Directors;
- (ii) the ratification of the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2012; and
- (iii) a non-binding, advisory proposal approving executive compensation.

The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter is set forth below.

## Proposal 1

The nominees for Class I and Class III Directors listed below each received a majority of the votes cast that were present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal, and such individuals were each elected to serve as a director with a one-year term expiring in 2013. The results were as follows:

| Class I and Class III Director Nominees | For         | Against   | Abstained | Broker Non-Vote |
|---|-------------|-----------|-----------|-----------------|
| Richard G. Lindner                      | 156,129,902 | 5,063,605 | 277,821   | 14,936,140      |
| Robert S. Taubman                       | 157,760,978 | 3,465,233 | 245,117   | 14,936,140      |
| Reginald M. Turner, Jr.                 | 160,145,157 | 1,032,017 | 294,154   | 14,936,140      |
| Roger A. Cregg                          | 156,104,496 | 5,093,826 | 273,006   | 14,936,140      |
| T. Kevin DeNicola                       | 160,159,062 | 1,033,121 | 279,145   | 14,936,140      |
| Alfred A. Piergallini                   | 154,086,765 | 7,110,939 | 273,624   | 14,936,140      |
| Nina G. Vaca                            | 159,957,904 | 1,221,588 | 291,836   | 14,936,140      |

The names of the other directors not up for election at the Annual Meeting whose terms of office continued after the Annual Meeting were as follows:

## Incumbent Class II Directors

Ralph W. Babb, Jr.  
Jacqueline P. Kane

## Proposal 2

The proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2012 was approved. The results were as follows:

|             |           |           |                 |
|-------------|-----------|-----------|-----------------|
| For         | Against   | Abstained | Broker Non-Vote |
| 173,258,885 | 2,850,632 | 297,951   | —               |

## Proposal 3

The nonbinding, advisory proposal approving executive compensation was approved. The results were as follows:

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For  
150,613,161

Against  
10,210,377

Abstained  
647,790

Broker Non-Vote  
14,936,140

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SIGNATURES

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

Date: April 30, 2012