







Comerica Incorporated

CMA NYSE

Banks

Market Capitalization USD: **\$4,060.58 mm**

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Ralph W. Babb

Age: 63 CEO Since: 2002

	2009	2010	2011
Base Salary	\$985,000	\$2,727,452	\$1,170,873
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$1,986,350	\$2,416,944
Benefits and Perquisites	\$67,674	\$32,180	\$9,800
TOTAL ANNUAL COMPENSATION	\$1,052,674	\$4,745,982	\$3,597,617
Increase in Post-Retirement Benefits	\$866,533	\$2,108,247	\$2,745,500
Stock Option Awards	\$545,908	\$757,680	\$1,349,010
Stock Awards	\$1,801,280	\$1,233,540	\$2,127,040
TOTAL COMPENSATION	\$4,266,395	\$8,845,449	\$9,819,167
Median of Other Named Executive Officers Total Compensation	\$1,472,224	\$2,598,323	\$3,357,675
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$254,000	\$2,193,367	\$1,223,293
TOTAL REALIZED EQUITY COMPENSATION	\$254,000	\$2,193,367	\$1,223,293

Proxy Date: 16 Mar 2012 **Annual Meeting Date:** 24 Apr 2012 **Equity Reserves:** 15.24% **Stock Option Run Rate:** 1.00%

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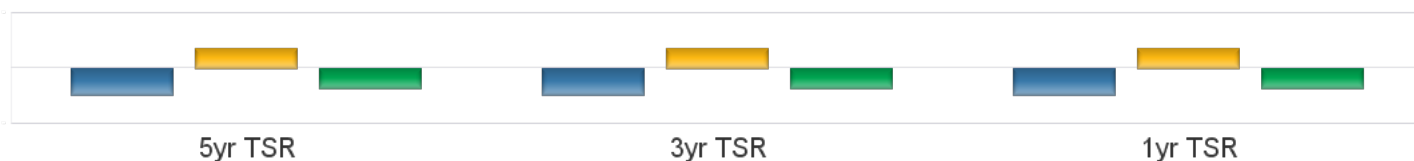
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ CMA



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CMA	Comerica Incorporated	\$4,266,395	\$8,845,449	\$9,819,167	\$4,060,583,010
STI	SunTrust Banks, Inc.	\$7,672,822	\$10,270,524	\$9,273,010	\$9,637,475,013
FITB	Fifth Third Bancorp	\$5,215,692	\$4,821,613	\$7,238,199	\$9,269,640,882
MTB	M&T Bank Corporation	\$2,937,103	\$2,547,590	\$2,939,914	\$8,779,434,827
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145		\$6,092,593,182
KEY	KeyCorp	\$8,152,386	\$7,087,746		\$5,650,454,955
NYB	New York Community Bancorp, Inc.	\$4,941,133	\$5,600,683		\$5,205,377,313

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

BB&T Corporation, BOK Financial Corp., Fifth Third Bancorp, First Horizon National Corp., Huntington Bancshares Inc., KeyCorp, M&T Bank Corp., Regions Financial Corp., SunTrust Banks, Inc., Synovus Financial Corp., Zions Bancorporation.

Performance Peer Group

BB&T Corporation, BOK Financial Corp., Fifth Third Bancorp, First Horizon National Corp., Huntington Bancshares Inc., KeyCorp, M&T Bank Corp., Regions Financial Corp., SunTrust Banks, Inc., Synovus Financial Corp., Zions Bancorporation.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Richard G. Lindner	Chairman	57	Male	4	Outside
Alfred A. Pieraallini	Member	65	Male	21	Outside Related
Jacqueline P. Kane	Member	59	Female	4	Outside
Roqer A. Creaq	Member	55	Male	6	Outside

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