

COMMERCE BANCSHARES INC /MO/  
Form 4

December 21, 2015

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KEMPER JONATHAN M**

2. Issuer Name **and** Ticker or Trading  
Symbol

**COMMERCE BANCSHARES INC  
/MO/ [CBSH]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**1000 WALNUT ST., 7TH FLOOR**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)

**12/17/2015**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Vice Chairman

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person

☐ Form filed by More than One Reporting  
Person

**KANSAS CITY, MO 64106**

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price        |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/17/2015                           |                                                    | S                              |                                                                   | 31,400 | D \$ 43.0728 <u>(1)</u> | 53,386                                                                                        | I                                                        | Irrev Trust For Self                                  |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                         | 43,692                                                                                        | I                                                        | 401(k)                                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                         | 17,045                                                                                        | I                                                        | Charlotte Kemper Trs                                  |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                         | 38,241                                                                                        | I                                                        | Clb Ext Trust                                         |
|                                 |                                      |                                                    |                                |                                                                   |        |                         | 30,642                                                                                        | I                                                        |                                                       |

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|              |  |  |  |           |   |  |                                |
|--------------|--|--|--|-----------|---|--|--------------------------------|
| Common Stock |  |  |  |           |   |  | David BR Kemper Extended Trust |
| Common Stock |  |  |  | 7,899     | I |  | David Br Kemper Trst           |
| Common Stock |  |  |  | 1,360,508 | D |  |                                |
| Common Stock |  |  |  | 91,829    | I |  | Exec Comp Plan                 |
| Common Stock |  |  |  | 68,035    | I |  | Julie Kemper Irrev             |
| Common Stock |  |  |  | 30,897    | I |  | Nicolas Kemper Extended Trust  |
| Common Stock |  |  |  | 8,152     | I |  | Nicolas Kemper Trst            |
| Common Stock |  |  |  | 245,485   | I |  | Tower Properties Co            |

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

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(9-02)

**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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of                                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |               |       |
|--------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                          | Director      | 10% Owner | Officer       | Other |
| KEMPER JONATHAN M<br>1000 WALNUT ST., 7TH FLOOR<br>KANSAS CITY, MO 64106 | X             |           | Vice Chairman |       |

## Signatures

By: Jeffery D. Aberdeen For: Jonathan M. Kemper 12/21/2015

\_\_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) Sale prices ranged from \$42.92 to \$43.35.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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