

COMMERCE BANCSHARES INC /MO/

Form 8-K

August 10, 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): July 27, 2007**

**Commerce Bancshares, Inc.  
(Exact name of registrant as specified in its charter)**

Missouri

0-2989

43-0889454

**(State of Incorporation)**

**(Commission File Number)**

**(IRS Employer Identification No.)**

1000 Walnut,  
Kansas City, MO

64106

**(Address of principal executive  
offices)**

**(Zip Code)**

(816) 234-2000

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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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By-laws

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 27, 2007, the Board of Directors of Commerce Bancshares, Inc. adopted an amendment to Article VII, Sections 1 and 2, of the Company's By-laws in order to meet the mandated requirements of NASDAQ to permit the issuance of uncertificated shares. The amendment became effective on the date of its adoption. A copy of the By-laws, as amended, is attached as Exhibit 3(ii) to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

3(ii) By-laws of Commerce Bancshares, Inc. amended as of July 27, 2007

**SIGNATURE**

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

COMMERCE BANCSHARES, INC.

By: /s/ Jeffery D. Aberdeen  
Jeffery D. Aberdeen  
Controller  
(Chief Accounting Officer)

Date: August 10, 2007

**INDEX TO EXHIBITS**

Exhibit Number	Description
3(ii)	By-laws of Commerce Bancshares, Inc. amended as of July 27, 2007