

KEMPER DAVID W
Form 4
April 19, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEMPER DAVID W

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)
04/17/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board, CEO

KANSAS CITY, MO 64106

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 04/17/2013 | | D | | 75,338 (1) \$ 0 | D | |
| Common Stock | 04/17/2013 | | A | | 75,338 (1) \$ 0 | D | |
| Common Stock | 04/17/2013 | | A | | 30,676 \$ 0 | D | |
| Common Stock | | | | | | I | Bank Cust For Son |
| Common Stock | | | | | | I | Cb Kemper Trust |

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| | | | |
|--------------|---------|---|----------------------|
| Common Stock | 14,057 | I | Cb Kemper Rev Trust |
| Common Stock | 0 | I | 401k |
| Common Stock | 14,056 | I | Ec Kemper Trust |
| Common Stock | 14,057 | I | Ec Kemper Revoc Trst |
| Common Stock | 11,099 | I | Exec Comp Plan |
| Common Stock | 0 | I | James M Kemper Trust |
| Common Stock | 27,889 | I | Jw Kemper Trust |
| Common Stock | 0 | I | MLk Trust-Jmk Issue |
| Common Stock | 212,060 | I | Tower Properties Co |
| Common Stock | 28,099 | I | Wl Kemper Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Rights | \$ 39.02 | 04/17/2013 | | A | 35,989 (2) | 04/17/2014 | 04/17/2023 | Common Stock | 35,989 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEMPER DAVID W 1000 WALNUT ST., 7TH FLOOR KANSAS CITY, MO 64106 | X | | Chairman of the Board, CEO | |

Signatures

By: Jeffery D. Aberdeen For: David W.
Kemper

04/19/2013

__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).

On April 17, 2013, the Compensation and Human Resources Committee of the Company's Board of Directors approved the cancellation of 75,338 shares of unvested restricted stock, originally granted to David W. Kemper, which were subject to service-based vesting, and

- (1) the replacement of those awards with an equal number of shares of performance-contingent restricted stock. The new grant contains the same service-based vesting period as the original cancelled grant, and vesting of the new grant is also subject to achievement of a performance target determined by the Compensation and Human Resources Committee.
- (2) The stock appreciation rights vest in four equal annual installments beginning April 17, 2014.

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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