### Edgar Filing: COMMERCE BANCSHARES INC /MO/ - Form 4

#### COMMERCE BANCSHARES INC /MO/

Form 4 January 29, 2015

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Callahan Daniel D. | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>COMMERCE BANCSHARES INC<br>/MO/ [CBSH] | 5. Relationship of Reporting Person(s) to<br>Issuer (Check all applicable)   |  |  |  |
|--|---|--|--|--|--|
| (Last) (First) (Middle) 1000 WALNUT ST., 7TH FLOOR           | 3. Date of Earliest Transaction (Month/Day/Year) 01/27/2015                                     | Director 10% Owner Officer (give title Other (specify below) Exec Vice President   |  |  |  |
| (Street)  KANSAS CITY, MO 64106                              | 4. If Amendment, Date Original Filed(Month/Day/Year)  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State) (Z                           | Zip) Table  | I - Non-De                             | rivative S  | ecuri          | ties Ac | quired, Disposed o   | of, or Beneficial  | ly Owned  |
|--------------------------------------|--------------------------------------|---|--|---|----------------|---------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securit<br>nAcquired<br>Disposed<br>(Instr. 3, | (A) o<br>of (D | )       | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 01/27/2015                           |   | A                                      | 2,444   | A              | \$0     | 27,719   | D  |   |
| Common<br>Stock                      | 01/27/2015                           |   | A                                      | 1,411   | A              | \$0     | 29,130   | D  |   |
| Common<br>Stock                      |                                      |   |  |   |                |         | 12,081   | I  | 401(k)  |
| Common<br>Stock                      |                                      |   |  |   |                |         | 251  | I  | Exec<br>Comp Plan   |

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

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5 Number 6 Data Evensiashle and

SEC 1474 (9-02)

7 Title and Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Derivative Security (Instr. 3)  | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Execution Date, if any | Execution Date, if any | Execution Date, if any | any                 | Execution Date, if any | Execution Date, if any | Execution Date, if any                | Execution Date, if any | Execution Date, if | Execution Date, if any | Transacti<br>Code<br>(Instr. 8) | tr. 8) Acquired (A) or Disposed of (D) |  | Expiration Date (Month/Day/Year) |  | Underlying Securi<br>(Instr. 3 and 4) |  |
|---------------------------------|---|------------------|---|------------------------|------------------------|------------------------|---------------------|------------------------|------------------------|---------------------------------------|------------------------|--------------------|------------------------|------------------------|------------------------|------------------------|---------------------------------|--|--|----------------------------------|--|---------------------------------------|--|
|                                 |   |                  |   | Code \                 | (Instr. 3, 4 and 5)    | Γ                      | Date<br>Exercisable | Expiration<br>Date     | Title                  | Amour<br>or<br>Number<br>of<br>Shares |                        |                    |                        |                        |                        |                        |                                 |  |  |                                  |  |                                       |  |
| Stock<br>Appreciation<br>Rights | \$ 40.98  | 01/27/2015       |   | A                      | 4,527<br>(1)           | (                      | 01/27/2016          | 01/27/2025             | Common<br>Stock        | 4,52                                  |                        |                    |                        |                        |                        |                        |                                 |  |  |                                  |  |                                       |  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Callahan Daniel D.

1 Title of

1000 WALNUT ST., 7TH FLOOR Exec Vice President KANSAS CITY, MO 64106

3 Transaction Data 3A Danmad

**Signatures** 

By Jeffery D. Aberdeen For: Daniel D.
Callahan
01/28/2015

\*\*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) The stock appreciation rights vest in four equal annual installments beginning on January 27, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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