

KEMPER JONATHAN M
Form 4
January 26, 2018

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)

01/24/2018

☐ 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)
Common Stock	01/24/2018		A	5,279 A	\$ 0 1,048,164	D	
Common Stock	01/26/2018		M	67,432 A	\$ 27.9084 1,115,596	D	
Common Stock	01/26/2018		F	13,969 D	\$ 59 1,101,627	D	
Common Stock	01/26/2018		D	31,898 D	\$ 59 1,069,729	D	
Common Stock					50,334	I	401(k)

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Common Stock	18,791	I	Charlotte Kemper Irrev Trust
Common Stock	33,782	I	David BR Kemper Ext Trust
Common Stock	8,707	I	David BR Kemper Irrev Trust
Common Stock	129,769	I	Exec Comp Plan
Common Stock	33,985	I	Irrev Trust For Self
Common Stock	33,870	I	Nicolas Kemper Ext Trust
Common Stock	8,986	I	Nicolas Kemper Irrev Trust
Common Stock	270,646	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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 58.95	01/24/2018		A		5,944		01/24/2021 ⁽¹⁾	01/24/2028	Common Stock
Stock Appreciation	\$ 27.9084	01/26/2018		M		67,432		02/01/2009 ⁽²⁾	02/01/2018	Common Stock

Rights

Reporting Owners

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

Signatures

By: Jeffery D. Aberdeen For: Jonathan M.
Kemper 01/26/2018

__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 right vests on January 24, 2021.
- (2) The stock appreciation rights vest in four equal annual installments beginning February 1, 2009.

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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