COMMERCE BANCSHARES INC /MO/

Form 4 January 29, 2016

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

SECURITIES

burden hours per response...

5. Relationship of Reporting Person(s) to

Ι

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may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

Stock

Stock

Common

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

KEMPER JONATHAN M			Symbol COMMERCE BANCSHARES INC /MO/ [CBSH]					S INC	Issuer (Check all applicable)				
	(Last) 1000 WALI	(First) (NUT ST., 7TH FI	Middle)	3. Date of (Month/E) 01/27/2	ay/Yea		ransaction			_X_ Director _X_ Officer (give below)		% Owner ner (specify	
(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			
	(City)		(Zip)	Tabl	e I - No	on-D	D erivative	Secui	rities Acq	Person uired, Disposed o	of, or Beneficia	lly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transa Code (Instr.	8)	4. Security of (A) or Di (Instr. 3,	ispose	d of (D)	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	01/27/2016			A		9,447	A	\$0	1,377,032	D		
	Common Stock	01/27/2016			A		2,810	A	\$ 0	1,379,842	D		
	Common Stock	01/28/2016			F		2,585	D	\$ 40.06	1,377,257	D		

40.06

43,812

17,045

401(k)

Charlotte

Kemper

Trs

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Common Stock	38,241	I	Clb Ext Trust
Common Stock	30,642	I	David BR Kemper Extended Trust
Common Stock	7,899	I	David Br Kemper Trst
Common Stock	91,829	I	Exec Comp Plan
Common Stock	53,386	I	Irrev Trust For Self
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e a nuts calls warrants ontions convertible securities)

		(e.g., puts,	cans, warrants, opti	ons, conve	rubie securiues	»)			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh

(9-02)

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Stock

Rights

Appreciation \$ 39.38 01/27/2016

17,546 (1)

01/27/2017 01/27/2026

Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KEMPER JONATHAN M

1000 WALNUT ST., 7TH FLOOR X Vice Chairman

KANSAS CITY, MO 64106

Signatures

By: Jeffery D. Aberdeen For: Jonathan M.

01/29/2016 Kemper

> **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 in four equal annual installments beginning on January 27, 2017.

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.

Reporting Owners 3