

MATTHEWS ROBERT C JR
 Form 4
 September 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MATTHEWS ROBERT C JR

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)
 09/14/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/14/2005		S		500	D	\$ 52.3 48,548
Common Stock	09/14/2005		S		700	D	\$ 52.26 47,848
Common Stock	09/14/2005		S		406	D	\$ 52.25 47,442
Common Stock	09/14/2005		S		300	D	\$ 52.22 47,142
Common Stock	09/14/2005		S		300	D	\$ 52.21 46,842

Edgar Filing: MATTHEWS ROBERT C JR - Form 4

Common Stock	09/14/2005	S	700	D	\$ 52.2	46,142	D	
Common Stock	09/14/2005	S	300	D	\$ 52.11	45,842	D	
Common Stock	09/14/2005	S	313	D	\$ 52.1	45,529	D	
Common Stock	09/14/2005	S	4,354	D	\$ 51.99	41,175	D	
Common Stock	09/14/2005	S	11,488	D	\$ 51.98	29,687	D	
Common Stock	09/14/2005	S	400	D	\$ 51.97	29,287	D	
Common Stock	09/14/2005	S	2,357	D	\$ 51.96	26,930	D	
Common Stock	09/14/2005	S	1,382	D	\$ 51.95	25,548	D	
Common Stock						16,587	I	401K

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.

SEC 1474
(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.1371	09/14/2005		M	9,007	02/05/1997 ⁽¹⁾ 02/04/2007	Common Stock	9,007
Employee Stock	\$ 21.1371	09/14/2005		M	5,441	02/05/1997 ⁽¹⁾ 02/04/2007	Common Stock	5,441

Option
(right to
buy)

Employee
Stock

Option (right to buy)	\$ 21.1371	09/14/2005	M	4,976	02/05/1997 ⁽¹⁾	02/04/2007	Common Stock	4,976
-----------------------------	------------	------------	---	-------	---------------------------	------------	-----------------	-------

Employee
Stock

Option (right to buy)	\$ 21.1371	09/14/2005	M	518	02/05/1997 ⁽¹⁾	02/04/2007	Common Stock	518
-----------------------------	------------	------------	---	-----	---------------------------	------------	-----------------	-----

Stock
Option
(right to
buy)

Option (right to buy)	\$ 15.3094	09/14/2005	M	15,587	02/08/1996	02/07/2006	Common Stock	15,587
-----------------------------	------------	------------	---	--------	------------	------------	-----------------	--------

Stock
Option
(right to
buy)

Option (right to buy)	\$ 15.3094	09/14/2005	M	6,512	02/08/1996	02/07/2006	Common Stock	6,512
-----------------------------	------------	------------	---	-------	------------	------------	-----------------	-------

Stock
Option
(right to
buy)

Option (right to buy)	\$ 23.7506	09/14/2005	M	17,866	02/04/2000 ⁽²⁾	02/03/2010	Common Stock	17,866
-----------------------------	------------	------------	---	--------	---------------------------	------------	-----------------	--------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS ROBERT C JR 1000 WALNUT ST., 7TH FLOOR KANSAS CITY, MO 64106			Executive Vice President	

Signatures

By: Jeffery Aberdeen For: Robert C.
Matthews, Jr. 09/16/2005

**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 option vests in four equal annual installments beginning on February 5, 1997.
- (2) The option vests in four equal annual installments beginning on February 4, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: MATTHEWS ROBERT C JR - Form 4

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.