

KEMPER DAVID W
Form 4
July 19, 2018

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

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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)
07/17/2018

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/17/2018 | | M | 33,658 A \$ 36.6268 | 1,291,012 | D | |
| Common Stock | 07/17/2018 | | F | 6,140 D \$ 68.29 | 1,284,872 | D | |
| Common Stock | 07/17/2018 | | D | 18,053 D \$ 68.29 | 1,266,819 | D | |
| Common Stock | 07/18/2018 | | S | 9,465 D \$ 68.599 (1) | 1,257,354 | D | |
| Common Stock | | | | | 12,147 | I | CB Kemper Irrev Trust |

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| | | | | | | |
|--------------|--|--|--|---------|---|-----------------------|
| Common Stock | | | | 17,937 | I | CB Kemper Rev Trust |
| Common Stock | | | | 12,147 | I | EC Kemper Irrev Trust |
| Common Stock | | | | 17,937 | I | EC Kemper Rev Trust |
| Common Stock | | | | 15,548 | I | Exec Comp Plan |
| Common Stock | | | | 49,423 | I | JW Kemper Rev Trust |
| Common Stock | | | | 192,287 | I | Tower Properties Co |
| Common Stock | | | | 12,140 | I | WL Kemper Irrev Trust |
| Common Stock | | | | 17,929 | I | WL Kemper Rev Trust |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of |
| | | | | | | | | | |
| Stock Appreciation Rights | \$ 36.6268 | 07/17/2018 | | M | 33,658 | 01/27/2015 ⁽²⁾ | 01/27/2024 | Common Stock | 33,658 |

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

07/19/2018

__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) Sale prices ranged from \$68.58 to \$68.6301.
 - (2) The stock appreciation rights vest in four equal annual installments beginning January 27, 2015.

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.