

PETRIE MICHAEL J
Form 4
May 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
PETRIE MICHAEL J

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)
05/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/28/2013		M		7,031 A \$ 36.9199	18,908	D
Common Stock	05/28/2013		M		6,697 A \$ 37.0571	25,605	D
Common Stock	05/28/2013		M		7,335 A \$ 35.6191	32,940	D
Common Stock	05/28/2013		D		5,941 D \$ 43.7	25,812	D
Common Stock	05/28/2013		D		5,679 D \$ 43.7	20,133	D

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Common Stock	05/28/2013	D	5,979	D	\$ 43.7	14,154	D	
Common Stock	05/28/2013	F	373	D	\$ 43.7	32,567	D	
Common Stock	05/28/2013	F	349	D	\$ 43.7	32,218	D	
Common Stock	05/28/2013	F	465	D	\$ 43.7	31,753	D	
Common Stock	05/29/2013	S	2,277	D	\$ 43.34	11,877	D	
Common Stock						30,664	I	401k

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 Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 36.9199	05/28/2013		M	7,031	02/17/2007 ⁽¹⁾ 02/17/2016	Common Stock 7,031
Stock Appreciation Rights	\$ 37.0571	05/28/2013		M	6,697	02/02/2008 ⁽²⁾ 02/02/2017	Common Stock 6,697
Stock Appreciation Rights	\$ 35.6191	05/28/2013		M	7,335	02/01/2009 ⁽³⁾ 02/01/2018	Common Stock 7,335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETRIE MICHAEL J 1000 WALNUT ST., 7TH FLOOR KANSAS CITY, MO 64106			Senior Vice President	

Signatures

By: Jeffery D. Aberdeen For: Michael J.
Petrie

05/30/2013

__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 February 17, 2007.
- (2) The stock appreciation rights vest in four equal annual installments beginning February 2, 2008.
- (3) 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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