

Handy John K
Form 3
February 09, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Handy John K | | (Month/Day/Year) | COMMERCE BANCSHARES INC /MO/ [CBSH] | |
| (Last) | (First) | (Middle) | 02/01/2018 | |
| 8000 FORSYTH BLVD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ST. LOUIS,Â MOÂ 63105 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Executive Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 40,796 | D | Â |
| Common Stock | 16,125 | I | 401(k) |
| Common Stock | 6,779 | I | By Spouse |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock Appreciation Rights | 04/17/2014 ⁽¹⁾ | 04/17/2023 | Common Stock | 864 | \$ 30.5731 | D | Â |
| Stock Appreciation Rights | 03/05/2015 ⁽²⁾ | 03/05/2024 | Common Stock | 2,555 | \$ 36.6185 | D | Â |
| Stock Appreciation Rights | 03/03/2016 ⁽³⁾ | 03/03/2025 | Common Stock | 3,224 | \$ 36.2121 | D | Â |
| Stock Appreciation Rights | 03/01/2017 ⁽⁴⁾ | 03/01/2026 | Common Stock | 3,004 | \$ 39.8276 | D | Â |
| Stock Appreciation Rights | 03/02/2018 ⁽⁵⁾ | 03/02/2027 | Common Stock | 2,032 | \$ 56.0095 | D | Â |
| Stock Appreciation Rights | 01/24/2019 ⁽⁶⁾ | 01/24/2028 | Common Stock | 3,963 | \$ 58.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Handy John K 8000 FORSYTH BLVD ST. LOUIS, MO 63105 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ By: Jeffery D. Aberdeen For: John K.
Handy
Date: 02/08/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This stock appreciation right vests in four equal annual installments beginning on April 17, 2014.
- (2) The stock appreciation rights vest in four equal annual installments beginning on March 5, 2015.
- (3) The stock appreciation rights vest in four equal annual installments beginning on March 3, 2016.
- (4) The stock appreciation rights vest in four equal annual installments beginning on March 1, 2017.
- (5) This stock appreciation right vests in four equal annual installments beginning on March 2, 2018.
- (6) The stock appreciation right vests in four equal annual installments beginning January 24, 2019.

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.