

COMMERCE BANCSHARES INC /MO/
Form 4
December 07, 2004

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 *
RAUSCHER ROBERT

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 STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2004

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

KANSAS CITY, MO 64106

(City) (State) (Zip)

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

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	12/06/2004		M	575 ⁽¹⁾ A \$ 15.3094	5,390	D	
Common Stock	12/06/2004		F	177 D \$ 49.52	5,213	D	
Common Stock	12/06/2004		M	1,950 A \$ 11.869	7,163	D	
Common Stock	12/06/2004		F	467 D \$ 49.52	6,696	D	
Common Stock	12/06/2004		M	2,602 A \$ 21.1371	9,298	D	

Common Stock	12/06/2004	F	1,110	D	\$ 49.52	8,188	D	
Common Stock						5,374	I	401K

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 11.869	12/06/2004		M	1,950	02/03/1995 02/03/2005	Common Stock	1,950
Stock Option (right to buy)	\$ 15.3094	12/06/2004		M	<u>575</u> (1)	02/08/1996 02/08/2006	Common Stock	575
Stock Option (right to buy)	\$ 21.1371	12/06/2004		M	2,602	02/05/1997 02/05/2007	Common Stock	2,602

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAUSCHER ROBERT 1000 WALNUT STREET KANSAS CITY, MO 64106			Senior Vice President	

Signatures

By: Jeffery D. Aberdeen For: Robert J.
Rauscher

12/07/2004

__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) All holdings reported in column 5 of this form have been restated for a 5% stock dividend, ex-date 11/24/2004.

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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