

COMMERCE BANCSHARES INC /MO/

Form 8-K

October 29, 2007

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

**Form 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): October 26, 2007**

**Commerce Bancshares, Inc.  
(Exact name of registrant as specified in its charter)**

|   |   |  |
|---|---|--|
| Missouri  | 0-2989  | 43-0889454                               |
| <b>(State of Incorporation)</b>                 | <b>(Commission File Number)</b>                             | <b>(IRS Employer Identification No.)</b> |
| 1000 Walnut,<br>Kansas City, MO                 |   | 64106                                    |
| <b>(Address of principal executive offices)</b> | <b>(Zip Code)</b>   |  |
|   | (816) 234-2000  |  |
|   | <b>(Registrant's telephone number, including area code)</b> |  |

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On October 26, 2007, the Board of Directors of Commerce Bancshares, Inc. adopted amendments to Article III, Section 2 and Article V, Section 1, of the Company's By-laws. The amendments extended the age of director resignation from 70 to 72 and clarified the designation of Executive Officers. The amendments became effective on the date of their adoption. A copy of the By-laws, as amended, is attached as Exhibit 3(ii) to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

3(ii) By-laws of Commerce Bancshares, Inc. amended as of October 26, 2007

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMERCE BANCSHARES, INC.

By: /s/ Jeffery D. Aberdeen  
Jeffery D. Aberdeen  
Controller (Chief Accounting Officer)

Date: October 29, 2007

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**INDEX TO EXHIBITS**

| Exhibit<br>Number | Description   |
|-------------------|---|
| 3(ii)             | By-laws of Commerce Bancshares, Inc. amended as of October 26, 2007 |