

COMMERCE BANCSHARES INC /MO/  
Form 8-K  
January 21, 2009

**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): January 20, 2009**

**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  
**(Registrant's telephone number, including area code)**  
**(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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The information in this Current Report on Form 8-K, including the exhibit, is furnished pursuant to Item 2.02 and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, the information in this Current Report on Form 8-K, including the exhibit, shall not be deemed to be incorporated by reference into the filings of Commerce Bancshares, Inc. under the Securities Act of 1933, as amended.

Item 2.02 Results of Operations and Financial Condition

A copy of the press release issued January 20, 2009 by Commerce Bancshares, Inc. announcing Fourth Quarter 2008 earnings is furnished under Item 2.02 of this Current Report on Form 8-K as Exhibit 99.1.

All information included in this Current Report on Form 8-K is available on the Company's Internet site at <http://www.commercebank.com>.

Item 9.01 Financial Statements and Exhibits

Exhibits

99.1 Press Release dated January 20, 2009

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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: January 20, 2009

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**INDEX TO EXHIBITS**

| Exhibit<br>Number | Description                          |
|-------------------|--------------------------------------|
| 99.1              | Press release dated January 20, 2009 |