

COMMERCE BANCSHARES INC /MO/

Form 8-K

May 25, 2004

**Table of Contents**

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

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**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): May 24, 2004

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**Commerce Bancshares, Inc.**

**(Exact name of registrant as specified in its charter)**

Missouri

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0-2989

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43-0889454

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**(State of Incorporation)**

**(Commission File Number)**

**(IRS Employer Identification No.)**

1000 Walnut,  
Kansas City, MO

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64106

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**(Address of principal executive  
offices)**

**(Zip Code)**

(816) 234-2000

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**(Registrant's telephone number, including area code)**

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**TABLE OF CONTENTS**

Item 7. Financial Statements, ProForma Financial Information and Exhibits

Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

SIGNATURE

INDEX TO EXHIBITS

Notice of Blackout Period

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**Table of Contents**

**Item 7. Financial Statements, ProForma Financial Information and Exhibits**

(c) Exhibits. The following exhibit is furnished herewith:

99.1 Notice of Blackout Period dated May 24, 2004 to Directors and Executive Officers of Commerce Bancshares, Inc.

**Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**

On May 21, 2004, the registrant was notified that as a result of change in the recordkeeper of the Commerce Bancshares, Inc. Participating Investment Plan (the "PIP"), there will be a blackout period in which PIP participants will be temporarily unable to direct or diversify investments in their individual accounts, including accounts that hold stock of the registrant, or obtain a loan or distribution from the Plan.

On May 24, 2004, the registrant sent a Notice of Blackout Period memorandum to its directors and executive officers informing them that a blackout period is expected to be in effect beginning at 4:00 PM Eastern time on June 21, 2004 and ending at 4:00 PM Eastern time on July 15, 2004.

The memorandum was provided to the registrant's directors and executive officers pursuant to the requirements of Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission's Regulation BTR. A copy of the memorandum is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**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: May 25, 2004

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**Table of Contents**

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Notice of Blackout Period dated May 24, 2004 to Directors and Executive Officers of Commerce Bancshares, Inc.