

COMMERCE BANCSHARES INC /MO/
Form SC 13G
April 02, 2002

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

COMMERCE BANCSHARES, INC.

(Name of Issuer)

\$5 Par Value Common Stock

(Title of Class of Securities)

200525103

(CUSIP Number)

March 12, 2002

(Date of event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- () Rule 13d-1(b)
- (X) Rule 13d-1(c)
- () Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

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CUSIP NO. 200525103

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (entities only)
David W. Kemper

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 USA

SOLE VOTING POWER

5
NUMBER OF 1,095,479
SHARES

SHARED VOTING POWER

6
BENEFICIALLY 2,932,580
OWNED BY

SOLE DISPOSITIVE POWER

7
EACH 1,095,479 (same as #5 above)
REPORTING

SHARED DISPOSITIVE POWER

8
PERSON 225,545 (included in #6 above)
WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
4,028,059

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) _____

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 6.2%

TYPE OF REPORTING PERSON (See Instructions)

12 IN

Item 1(a) NAME OF ISSUER:
Commerce Bancshares, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
1000 Walnut Street
Kansas City, Missouri 64106

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Item 2(a) NAME OF PERSON FILING:
David W. Kemper

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
same as above

Item 2(c) CITIZENSHIP:
USA

Item 2(d) TITLE OF CLASS OF SECURITIES:
\$5 Par Value Common Stock

Item 2(e) CUSIP NUMBER:
200525103

Item 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), or 13d-2(b) or
(c), CHECK WHETHER THE PERSON FILING IS A: N/A

Item 4 OWNERSHIP.
Provide the following information regarding the aggregate number and
percentage of the class of securities of the issuer identified in Item 1.

(a) AMOUNT BENEFICIALLY OWNED:
4,028,059

(b) PERCENT OF CLASS:
6.2%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) sole power to vote or direct the vote:
1,095,479
- (ii) shared power to vote or to direct the vote:
2,932,580
- (iii) sole power to dispose or to direct the disposition of:
1,095,479 (same as (i) above)
- (iv) shared power to dispose or to direct the disposition of:
225,545 (included with (ii) above)

Instruction. For computations regarding securities which represent a right to
acquire an underlying security see Rule 13d3(d)(1).

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
If this statement is being filed to report the fact that as of the
date hereof the reporting person has ceased to be the beneficial owner
of more than five percent of the class of securities, check the
following ()

N/A

Instruction: Dissolution of a group requires a response to this item.

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:
If any other person is known to have the right to receive or the
power to direct the receipt of dividends from, or the proceeds
from the sale of, such securities, a statement to that effect should
be included in response to this item and, if such interest relates
to more than five percent of the class, such person should be
identified. A listing of the shareholders of an investment

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company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON:

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

If a group has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d) attach an exhibit stating the identity of each member of the group.

N/A

Item 9 NOTICE OF DISSOLUTION OF GROUP:

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10 CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 3/26/02

Signature: /s/ David Kemper

Attention: Intentional misstatements or omissions of fact constitute federal

criminal violations. (See 18 U.S.C. 1001)