Commerce Bancshares, Inc.

March 12, 2008

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of the Shareholders of Commerce Bancshares, Inc. The meeting will be held at 9:30 a.m. on April 16, 2008, in the Plaza Room at the Ritz-Carlton, St. Louis, 100 Carondelet Plaza, Clayton, Missouri.

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the items to be considered and acted upon by the shareholders.

If you own shares of record, you will find enclosed a proxy card or cards and an envelope in which to return the card(s). Whether or not you plan to attend this meeting please sign, date and return your enclosed proxy card(s) or vote over the phone or Internet, as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. You can revoke your proxy anytime before the Annual Meeting and issue a new proxy as you deem appropriate. You will find the procedures to follow if you wish to revoke your proxy on page 3 of this Proxy Statement. **Your vote is very important.** I look forward to seeing you at the meeting.

Sincerely,

David W. Kemper

DAVID W. KEMPER
Chairman of the Board, President and
Chief Executive Officer

Commerce Bancshares, Inc.

Notice of Annual Meeting of Shareholders of Commerce Bancshares, Inc.

Date:	Wednesday, April 16, 2008
Time:	9:30 a.m., Central Daylight Time
Place:	Plaza Room, Ritz-Carlton, St. Louis, 100 Carondelet Plaza, Clayton, Missouri
Purposes:	1. To elect four directors to the 2011 Class for a term of three years; 2. To ratify the selection of KPMG LLP as the Company's independent registered public accountant for 2008; 3. To consider and act upon a shareholder proposal requesting necessary steps to cause the annual election of all directors, if properly presented at the Meeting; and 4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.
Who Can Vote:	Shareholders at the close of business February 15, 2008 are entitled to vote at the meeting. If your shares are registered in the name of a bank or brokerage firm, telephone or Internet voting will be available to you only if offered by your bank or broker and such procedures are described on the voting form sent to you.
How You Can Vote:	You may vote your proxy by marking, signing and dating the enclosed proxy card and returning it as soon as possible using the enclosed envelope. Or, you can vote over the telephone or the Internet as described on the enclosed proxy card.

By Authorization of the Board of Directors,

J. Daniel Stinnett

J. DANIEL STINNETT
Secretary

March 12, 2008

Important Notice regarding the availability of proxy materials for the Shareholder Meeting to be held on April, 16, 2008

The Proxy Statement and Annual Report to Shareholders are available at http://www.commercebank.com/ir

Your Vote Is Important. Whether You Own One Share or Many, Your Prompt Cooperation in Voting Your Proxy Is Greatly Appreciated.

PROXY STATEMENT

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PROXY STATEMENT
COMMERCE BANCSHARES, INC.

Annual Meeting April 16, 2008

SOLICITATION

This Proxy Statement, the accompanying proxy card and the Annual Report to Shareholders of Commerce Bancshares, Inc. (the "Company" or "Commerce"), are being mailed on or about March 12, 2008. The Board of Directors (the "Board") of the Company is soliciting your proxy to vote your shares at the Annual Meeting of Shareholders (the "Meeting") on April 16, 2008. The Board is soliciting your proxy to give all Shareholders of record the opportunity to vote on matters that will be presented at the Meeting. This Proxy Statement provides you with information on these matters to assist you in voting your shares.

What is a Proxy?

A proxy is your legal designation of another person (the "proxy") to vote on your behalf. By completing and returning the enclosed proxy card, you are giving David W. Kemper and Jonathan M. Kemper, who were appointed by the Board, the authority to vote your shares in the manner you indicate on your proxy card.

Why did I receive more than one proxy card?

You will receive multiple proxy cards if you hold your shares in different ways (e.g., joint tenancy, trusts, custodial accounts) or in multiple accounts. If your shares are held by a broker, banker, trustee or nominee (i.e., in "street name"), you will receive your proxy card or other voting information from your brokerage firm or bank, and you will return your proxy card or cards to your broker, banker, trustee or nominee. You should vote on and sign each proxy card you receive.

VOTING INFORMATION

Who is qualified to vote?

You are qualified to receive notice of and to vote at the Meeting if you owned shares of Common Stock of the Company at the close of business on our record date of Friday, February 15, 2008.

How many shares of Common Stock may vote at the Meeting?

As of February 15, 2008, there were 71,842,021 shares of Common Stock outstanding and entitled to vote. Each share of Common Stock is entitled to one vote on each matter presented.

What is the difference between a "shareholder of record" and a "street name" holder?

These terms describe how your shares are held. If your shares are registered directly in your name with Computershare, the Company's transfer agent, you are a "shareholder of record." If your shares are held in the name of a brokerage, bank, trust or other nominee as a custodian, you are a "street name" holder.

How do I vote my shares?

If you are a *"shareholder of record,"* you have several choices. You can vote your proxy:

- by mailing the enclosed proxy card;
- over the telephone; or
- via the Internet.

Please refer to the specific instructions set forth on the enclosed proxy card. For security reasons, our electronic voting system has been designed to authenticate your identity as a Shareholder.

If you hold your shares in *"street name,"* your broker/bank/trustee/nominee will provide you with materials and instructions for voting your shares.

Can I vote my shares in person at the Meeting?

If you are a *"shareholder of record,"* you may vote your shares in person at the Meeting. If you hold your shares in *"street name,"* you must obtain a proxy from your broker, banker, trustee or nominee, giving you the right to vote the shares at the Meeting.

What are the Board's recommendations on how I should vote my shares?

The Board recommends that you vote your shares as follows:

Proposal One **FOR** the election of all four nominees for the 2011 Class of Directors with terms expiring at the 2011 Annual Meeting of Shareholders.

Proposal Two **FOR** the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm (independent auditors) for the fiscal year ending December 31, 2008.

Proposal Three **AGAINST** the shareholder proposal requesting necessary steps to cause the annual election of all directors.

What are my choices when voting?

Proposal One You may cast your vote in favor of electing the nominees as Directors or withhold your vote on one or more nominees.

Proposal Two You may cast your vote in favor of or against the proposal, or you may elect to abstain from voting your shares.

Proposal Three You may cast your vote in favor of or against the proposal, or you may elect to abstain from voting your shares.

How would my shares be voted if I do not specify how they should be voted?

If you sign and return your proxy card without indicating how you want your shares to be voted, the proxies will vote your shares as follows:

Proposal One **FOR** the election of all four nominees for the 2011 Class of Directors with terms expiring at the 2011 Annual Meeting of Shareholders.

Proposal Two **FOR** the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm (independent auditors) for the fiscal year ending December 31, 2008.

Proposal Three **AGAINST** the shareholder proposal requesting necessary steps to cause the annual election of all directors.

How are votes withheld, abstentions and broker non-votes treated?

In the election of directors, abstentions and broker non-votes will be considered solely for quorum purposes and are not counted for the election of directors. On all other matters presented for shareholder vote, abstentions will be treated as votes against such matters and broker non-votes will be treated as not entitled to vote and have no effect on the outcome.

Can I change my vote after I have mailed in my proxy card?

You may revoke your proxy by doing one of the following:

- by sending a written notice of revocation to the Secretary of the Company that is received prior to the Meeting, stating that you revoke your proxy;
- by delivery of a later-dated proxy (including a telephone or Internet vote) and submitting it so that it is received prior to the Meeting in accordance with the instructions included on the proxy card(s); or
- by attending the Meeting and voting your shares in person.

What vote is required to approve each proposal?

Proposal One requires a plurality of the votes cast to elect a director.

Proposal Two requires the affirmative vote of a majority of those shares present in person or represented by proxy and entitled to vote thereon at the Meeting.

Proposal Three requires the affirmative vote of a majority of those shares present in person or represented by proxy and entitled to vote thereon at the Meeting.

Who will count the votes?

Representatives from Computershare Trust Company, N.A., our transfer agent, will count the votes and provide the results to the Inspectors of Election who will then tabulate the votes at the meeting.

Who pays the cost of this proxy solicitation?

The cost of solicitation of proxies will be borne by the Company. In addition to solicitation by mail, proxies may be solicited personally or by telephone, facsimile transmission or via email by regular employees of the Company. Morrow & Co. has been retained by the Company, at an estimated cost of $7,500 plus reasonable out-of-pocket expenses, to aid in the solicitation of proxies. Brokerage houses and other custodians, nominees and fiduciaries may be requested to forward soliciting material to their principals and the Company will reimburse them for the expense of doing so. This proxy statement and proxy will be first sent to security holders on or about March 12, 2008.

Is this Proxy Statement the only way that proxies are being solicited?

No. As stated above, the Company has retained Morrow & Co. to aid in the solicitation of proxy materials. In addition to mailing these proxy materials, certain Directors, officers or employees of the Company may solicit proxies by telephone, facsimile transmission, e-mail or personal contact. They will not be specifically compensated for doing so.

If you have any further questions about voting your shares or attending the Meeting, please call the Company's Secretary, J. Daniel Stinnett, at 816-234-2350.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security ownership of certain beneficial owners:

This table includes each person known to be the beneficial owner of 5% or more of the Company's outstanding common stock as of December 31, 2007. Under applicable Securities and Exchange Commission Rules, beneficial ownership of shares includes shares as to which a person has or shares voting power and/or investment power.

Name and Address of Beneficial Owner	Number of Shares	Percent of Class
Commerce Bank, N.A.	9,176,473(1)(2)	12.5
1000 Walnut Street		
Kansas City, Missouri 64106		
American Century Investment Management, Inc.	4,136,546(3)	5.7
4500 Main		
Kansas City, Missouri 64111		

(1) These shares represent the beneficial ownership of the Company's common stock held in various trust capacities. Of those shares Commerce Bank, N.A. had (i) sole voting power over 4,850,552 shares; (ii) shared voting power over 3,691,511 shares; (iii) sole investment power over 3,845,647 shares; and (iv) shared investment power over 1,669,954 shares. The Company has been advised by Commerce Bank, N.A. that those shares for which it has sole voting authority will be voted at the annual meeting FOR Proposals One and Two and AGAINST Proposal Three.

(2) Those shares for which Commerce Bank, N.A. has shared voting power include 3,160,085 shares held as Trustee for the Commerce Bancshares, Inc. Participating Investment Plan (the "Plan"), a 401(k) plan established for the benefit of the Company's employees. Pursuant to the Plan participants are entitled to direct the Trustee with regard to the voting of each participant's shares held in the Plan. As to any shares for which no timely directions are received, the Trustee will vote such shares in accordance with the direction of the Company.

(3) This information is based on Form 13F-HR filed on February 8, 2008 by American Century Companies, Inc. with respect to shares managed by American Century Investment Management, Inc. Of these shares, American Century Investment Management, Inc. has sole voting authority over 4,078,365 shares and shared voting authority over 58,181 shares.

Security ownership of management:

The following information pertains to the common stock of the Company beneficially owned, directly or indirectly, by all directors and nominees for director, the executive officers named in the Summary Compensation Table, and by all directors, nominees and executive officers of the Company as a group as of December 31, 2007.

Name and Address of Beneficial Owner	Number of Shares	Percent of Class
Kevin G. Barth	41,512	*
Leawood, Kansas	92,149(2)	
John R. Capps	7,957	*
St. Louis, Missouri		
A. Bayard Clark	52,246	*
St. Louis, Missouri	131,558(2)	
W. Thomas Grant, II	4,943	*
Shawnee Mission, Kansas		
James B. Hebenstreit	40,320	*
Shawnee Mission, Kansas	48,644(6)	

Name and Address of Beneficial Owner	Number of Shares	Percent of Class
David W. Kemper	1,167,273	
Ladue, Missouri	135,934(1)	
	310,194(2)	
	166,156(3)	
	1,063,683(4)	
	1,902,409(5)	6.5
Jonathan M. Kemper	82,608	
Kansas City, Missouri	471,325(1)	
	289,917(2)	
	166,156(3)	
	1,063,683(4)	
	881,131(5)	4.0
Charles G. Kim	29,176	*
Chesterfield, Missouri	133,930(2)	
Seth M. Leadbeater	47,736	*
St. Louis, Missouri	87,189(2)	
Thomas A. McDonnell	16,892	*
Kansas City, Missouri		
Terry O. Meek	36,032	*
Springfield, Missouri		
Benjamin F. Rassieur, III	9,678	*
St. Louis, Missouri		
Dan C. Simons	394	*
Lawrence, Kansas		
Andrew C. Taylor	21,421	*
St. Louis, Missouri		
Kimberly G. Walker	522	*
St. Louis, Missouri		
Robert H. West	21,865	*
Kansas City, Missouri		
All directors, nominees and executive officers as a group (including those listed above)	6,912,532	
	1,394,139(2)	9.4

(1) Shared voting power and investment power.

(2) Shares which could be acquired within 60 days by exercise of options. No shares were potentially acquired by exercise of stock appreciation rights, based on the decline in the fair market value of the common stock from the date the stock appreciation rights were granted. The fair market value at December 31, 2007 was used for purposes of this calculation.

(3) Owned by a corporation for which Messrs. David W. Kemper and Jonathan M. Kemper serve as directors. Messrs. David W.Kemper and Jonathan M. Kemper disclaim beneficial ownership as to such shares.

(4) Mr. Jonathan M. Kemper has sole investment power, but shares voting power with Mr. David W. Kemper.

(5) Shared voting power.

(6) Owned by a corporation for which Mr. Hebenstreit serves as President. Mr. Hebenstreit disclaims beneficial ownership in these shares.

* Less than 1%.

PROPOSAL ONE

ELECTION OF THE 2011 CLASS OF DIRECTORS

Composition of the Board

The full Board consists of twelve Directors. The Board is divided into three classes consisting of four Directors per class. The Directors in each class serve a three-year term. The terms of each class expires at successive annual meetings so that the shareholders elect one class of Directors at each annual meeting.

The election of four Directors to the 2011 Class will take place at the Meeting. At its meeting of February 1, 2008, the Board approved the recommendation of the Committee on Governance/Directors that four 2011 Class Directors be elected for a three-year term.

If elected, each of the four 2011 Class Director nominees will serve on the Board until the Annual Meeting in 2011, or until their successors are duly elected and qualified in accordance with the Company's By-Laws. If any of the four nominees should become unable to accept election, the persons named on the proxy card as proxies may vote for such other person(s) recommended by the Company's Board of Directors. Management has no reason to believe that any of the four nominees for election named below will be unable to serve.

The Board of Directors Recommends that Shareholders
Vote *FOR* All Four Nominees Listed Below

Nominees For Election to the 2011 Class of Directors:

John R. Capps

Age:	57
Director Since:	January 2000
Committees:	Audit Committee
Principal Occupation:	President and Chief Executive Officer of Plaza Motor Company
Other Directorships:	St. Louis Priory School, Muny Opera, Forest Park Forever, Sheldon Arts Foundation, Webster University, and St. Louis Children's Hospital Foundation

W. Thomas Grant, II

Age:	57
Director Since:	June 1983
Committees:	Compensation and Human Resources Committee; and Committee on Governance/Directors
Principal Occupation:	Consultant, Quest Diagnostics (since May 2007), Sr. Vice President of Quest Diagnostics (from November 2005 to May 2007); formerly Chairman, President and Chief Executive Officer of LabOne, Inc. (October 1995 to November 2005)
Other Directorships:	None

James B. Hebenstreit

Age:	62
Director Since:	October 1987
Committees:	Audit Committee; Committee on Governance/Directors (Chairman); and Executive Committee
Principal Occupation:	President of Bartlett and Company
Other Directorships:	None

David W. Kemper

Age:	57
Director Since:	February 1982
Committees:	Executive Committee (Chairman)
Principal Occupation:	Chairman of the Board, President and Chief Executive Officer of the Company; and Chairman of the Board, President and Chief Executive Officer of Commerce Bank, N.A. — David W. Kemper is the brother of Jonathan M. Kemper
Other Directorships:	Commerce Bank, N.A.; Ralcorp Holdings, Inc. and Tower Properties Company; Advisory Director of Enterprise Rent-A-Car and Bunge North America

The following information is provided with respect to the directors who are continuing in office for the respective periods and until their successors are elected and qualified:

2010 Class of Directors

Thomas A. McDonnell

Age:	62
Director Since:	April 2001
Committees:	Audit Committee and the Committee on Governance/Directors
Principal Occupation:	President and Chief Executive Officer of DST Systems, Inc.
Other Directorships:	DST Systems, Inc.; Blue Valley Ban Corp; Euronet Worldwide, Inc.; Garmin, LTD; and Kansas City Southern

Benjamin F. Rassieur, III

Age:	53
Director Since:	August 1997
Committees:	Audit Committee
Principal Occupation:	President of Paulo Products Company
Other Directorships:	None

Andrew C. Taylor

Age:	60
Director Since:	February 1990
Committees:	Compensation and Human Resources Committee (Chairman); Committee on Governance/Directors; and Executive Committee
Principal Occupation:	Chairman and Chief Executive Officer of Enterprise Rent-A-Car
Other Directorships:	Anheuser-Busch Companies

Robert H. West

Age:	69
Director Since:	October 1985
Committees:	Audit Committee (Chairman) — designated as the Committee's financial expert; Committee on Governance/Directors; and Executive Committee
Principal Occupation:	Retired (July 1999) — Chairman of the Board of Butler Manufacturing Company
Other Directorships:	Great Plains Energy, Inc. and Burlington Northern Santa Fe Corporation

2009 Class of Directors

Jonathan M. Kemper

Age:	54
Director Since:	January 1997
Committees:	Executive Committee
Principal Occupation:	Vice Chairman of the Company and Vice Chairman of Commerce Bank, N.A. — Jonathan M. Kemper is the brother of David W. Kemper
Other Directorships:	Commerce Bank, N.A.; and Non-Executive Chairman of Tower Properties Company

Terry O. Meek

Age:	64
Director Since:	April 1989
Committees:	Compensation and Human Resources Committee
Principal Occupation:	President of Meek Lumber Yard, Inc.
Other Directorships:	None

Dan C. Simons

Age:	46
Director Since:	July 2007
Committees:	Committee on Governance/Directors
Principal Occupation:	President, Electronic Division, The World Company
Other Directorships:	None

Kimberly G. Walker

Age:	49
Director Since:	February 2007
Committees:	Audit Committee
Principal Occupation:	Chief Investment Officer, Washington University in St. Louis (November 2006 to present); Vice President of Qwest Communications International and President of Qwest Asset Management Co. (1998-2006 — formerly US West, prior to 2000 merger)
Other Directorships:	None

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board of Directors has adopted guidelines on significant corporate governance matters that, together with the Company's Code of Ethics and other policies, creates the corporate governance standards for the Company. You may view the Guidelines on the Company's website at http://www.commercebank.com/ir under "Corporate Governance" in the "Investor Relations" section. At the same location on the website, you will find the Code of Ethics, the Code of Ethics for Senior Financial Officers, the Related Party Transaction Policy and the charters of the Audit Committee, Committee on Governance/Directors and the Compensation and Human Resources Committee.

Each Director and all executive officers are required to complete annually a Director and Executive Officer Questionnaire ("Questionnaire"). The information contained in the responses to the Questionnaire is used, in part, to determine director independence and identify material transactions with the Company in which a Director or executive officer may have a direct or indirect material interest.

Shareholder Communications

The Board has not adopted a formal policy for shareholder communications. However, the Company has a longstanding practice that shareholders may communicate to the Board or any individual director through the Secretary of the Company. The Secretary will forward all such communications to the Board or any individual director. The Secretary will not forward any communications that: (i) constitute commercial advertising of products; (ii) contain offensive language or material; (iii) are not legible or coherent; or (iv) are in the nature of customer complaints that can be handled by Company management.

Director Independence

In accordance with the rules of the NASDAQ Stock Market LLC ("NASDAQ"), the Board, on the recommendation of the Committee on Governance/Directors, determines the independence of each Director and nominee for election as a Director. The Committee on Governance/Directors applies the definition of "independent director" adopted by NASDAQ to information derived from responses to the Questionnaire and from research of the Company's records provided by the General Counsel, Controller and Auditor of the Company. The Board, on the basis of the recommendation of the Committee on Governance/Directors, determined that the following non-employee Directors of the Company are independent:

(1) John R. Capps
(2) W. Thomas Grant II
(3) James B. Hebenstreit
(4) Thomas A. McDonnell
(5) Terry O. Meek
(6) Benjamin F. Rassieur, III
(7) Dan C. Simons
(8) Andrew C. Taylor
(9) Kimberly G. Walker
(10) Robert H. West

Based on the NASDAQ definition of "independent director," the Board determined that David W. Kemper and Jonathan M. Kemper as employed executive officers of the Company are not independent.

Board Meetings

The Board held four scheduled meetings in 2007. In conjunction with scheduled meetings, the Board regularly meets in Executive Session without the presence of any non-independent employee directors. All Directors except W. Thomas Grant, II, Thomas A. McDonnell and Andrew C. Taylor attended at least 75% of the Board and Committee meetings on which they served in 2007. It is the policy of the Company that Directors attend the annual meeting of shareholders. All the Directors attended the 2007 Annual Meeting of Shareholders on April 18, 2007.

Committees of the Board

The Board has four committees, three of which are standing committees and meet at least once per year. The Audit Committee, the Compensation and Human Resources Committee and the Committee on Governance/Directors are comprised solely of non-employee independent directors in accordance with NASDAQ listing standards. The charters for each committee are available online as noted above under Corporate Governance Guidelines. The charters are also available in print to any shareholder who makes a request of the Secretary of the Company. Pursuant to the Company's By-Laws, the Board has established an Executive Committee to meet as necessary. The Executive Committee does not have a charter and consists of both non-employee independent directors and employee directors. The Executive Committee is comprised of the Chairman and Vice Chairman of the Board and the Chairmen of the Audit Committee, the Compensation and Human Resources Committee and the Committee on Governance/Directors. The Executive Committee did not meet in 2007. The table below shows the current membership of the standing committees of the Board:

Audit	Compensation and Human Resources	Governance/Directors
John R. Capps	W. Thomas Grant, II	W. Thomas Grant, II
James B. Hebenstreit	Terry O. Meek	James B. Hebenstreit*
Thomas A. McDonnell	Andrew C. Taylor*	Thomas A. McDonnell
Benjamin F. Rassieur, III		Dan C. Simons
Kimberly G. Walker		Andrew C. Taylor
Robert H. West*		Robert H. West

* Committee Chairman

Audit Committee

In 2007, the Audit Committee had five members and met four times. The Audit Committee is comprised solely of independent, non-employee directors. In February 2008, Kimberly G. Walker was added to the Committee. The Board has determined that Mr. West, Chairman of the Audit Committee, is a "Financial Expert" as required by the Securities and Exchange Commission. The charter of the Audit Committee may be found on the Company's website at http://www.commercebank.com/ir under "Corporate Governance" in the "Investor Relations" section.

The Audit Committee's responsibilities, discussed in detail in the charter, include:

- Monitoring the accounting and financial reporting processes of the Company and the audits of its financial statements;
- Monitoring the performance of the Company's internal audit function and independent registered public accountants;
- Providing oversight of the Company's compliance with legal and regulatory requirements;
- Appointing and replacing the Company's independent registered public accountant, including approving compensation, overseeing work performed and resolving any disagreements with management; and
- Pre-approving all auditing and permitted non-auditing services.

Complete information on the activity of the Audit Committee is provided in the Audit Committee Report on page 34.

Compensation and Human Resources Committee

The Compensation and Human Resources Committee met once in 2007. The Compensation and Human Resources Committee is comprised solely of independent, non-employee directors. The charter of the Compensation and Human Resources Committee may be found on the Company's website at http://www.commercebank.com/ir under "Corporate Governance" in the "Investor Relations" section.

The Compensation and Human Resources Committee's responsibilities, discussed in detail in the charter, include the following:

- Establishing the Company's general compensation philosophy and overseeing the development and implementation of executive and senior management compensation programs;
- Reviewing and approving corporate goals and objectives relevant to the compensation of executives and senior management;
- Reviewing the performance of executives and senior management;
- Determining the appropriate compensation levels for executives and senior management; and
- Making recommendations to the Board with respect to the Company's incentive plans and equity-based plans.

The Compensation and Human Resources Committee's processes for considering and determining executive compensation are described under the heading "Compensation and Human Resources Committee Processes" in the Compensation Discussion and Analysis.

Committee on Governance/Directors

The Committee on Governance/Directors met once in 2007. The Committee on Governance/Directors is comprised solely of independent, non-employee directors. In February 2008, Mr. Dan C. Simons was added to the committee. The charter of the Committee on Governance/Directors may be found on the Company's website at http://www.commercebank.com/ir under "Corporate Governance" in the "Investor Relations" section.

The Committee on Governance/Directors' responsibilities, discussed in detail in the charter, include the following:

- Evaluating proposed candidates for directorship in the Company;
- Evaluating Board performance;
- Establishing the agenda for the annual meeting of shareholders;
- Evaluating the quality of the information and analysis presented to the Board and standing committees;
- Assessing the independence of directors; and
- Evaluating the performance of the Company relative to corporate governance matters.

The Chairman of the Committee on Governance/Directors serves as the Lead Director of the Board and chairs the Board's Executive Sessions.

With respect to its recommendations of prospective candidates to the Board, the Committee may establish the criteria for director service and will consider, among other things, the independence of the candidates under NASDAQ standards and such experience and moral character as to create value to the Board, the Company and its shareholders. With respect to incumbent candidates, the Committee will also consider meeting attendance, meeting participation and ownership of Company stock. The criteria and selection process are not standardized and may vary from time to time. Relevant experience in business, government, the financial industry, education and other areas are prime measures for any nominee. The Committee will consider individuals for Board membership that are proposed by shareholders in accordance with the provisions of the Company's By-laws. A description of those provisions can be found under "Shareholder Proposals and Nominations" below. The Committee will consider individuals proposed by shareholders under the same criteria as all other individuals.

By the end of February of each year, the Committee meets and makes its recommendations to the Board of its proposed slate of directors for the class of directors to be elected at the next annual meeting; the date, time and place of the annual meeting; and the matters to be placed on the agenda for the annual meeting. At its meeting on January 31, 2008, the Committee on Governance/Directors determined its nominees for the Class of 2011.

Shareholder Proposals and Nominations

If a shareholder intends to present a proposal for consideration at the Company's annual meeting to be held on April 15, 2009, the proposal must be in proper form pursuant to SEC Rule 14a-8 and must be received by the Secretary of the Company at its principal offices no later than November 12, 2008.

Shareholder nominations for directors and shareholder proposals that are not presented pursuant to SEC Rule 14a-8 must comply with the Company's By-laws. In order to be considered, shareholders must provide timely notice to the Secretary. To be timely, the notices for the April 15, 2009 annual meeting must be received by the Secretary no later than February 14, 2009 nor before January 15, 2009. The notices must contain the name and record address of the shareholder, and the class or series and the number of shares of Company capital stock owned beneficially or of record by the shareholder.

The notice must also provide a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) or shareholder proposal is made; and a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the person or bring the business proposal before the meeting. The notice must also set forth as to each person the shareholder proposes to nominate for election as a director the name, age, business and residence address of the person; the principal occupation or employment of the person; the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by the person; and any other information relating to the person nominated or the nominating shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities and Exchange Act of 1934. Lastly, the notice must also be accompanied by a written consent of each proposed nominee to be named a nominee and to serve as a director if elected.

If the notice is for shareholder proposals, the notice must also set forth a brief description of the business to be brought before the meeting, and the reasons for conducting such business at the meeting, and any material interest of such shareholder in such business.

Transactions with Related Persons

The Board of Directors has adopted a Related Party Transaction Policy ("Policy"). The purpose of the Policy is to establish procedures for the identification and approval, if necessary, of transactions between the Company and any director, nominee for director, beneficial owner of more than 5% of the Company's securities, executive officer or any person or entity deemed related to any of the foregoing ("Related Party") that are material or not in the ordinary course of business.

The Policy may be found on the Company's website at http://www.commercebank.com/ir under "Corporate Governance" in the "Investor Relations" section. The Policy is intended to identify all transactions with Related Parties where payments are made by the Company to or for the direct or indirect benefit of a Related Party. The procedures, discussed in detail in the Policy, include the following:

- The collection and maintenance of a Related Party list derived from the records of the Company and the responses to an annual questionnaire completed by directors and executive officers;
- The distribution of the list to the appropriate officers and employees of the Company so that transactions with Related Parties may be identified;
- A quarterly comparison of the list to payments made by the Company;
- Preparation and delivery of a report to the General Counsel of the Company for review, analysis and an initial determination of whether the transaction is material and falls within the Policy; and
- Referral to the Company's Disclosure Committee, which consists of the Company's Chief Risk Officer, Controller, Auditor and General Counsel, of any transaction that may be considered material and require approval or ratification by the Board of Directors or Audit Committee or disclosure in a Proxy Statement.

The Policy provides guidance for determination of materiality. The amount of the transaction, the application of any exemption or exclusion, the provisions of the Company's Code of Ethics, and general principles of corporate transparency may be considered. The Policy deems certain transactions exempt and pre-approved, including, compensation paid for service as a director or executive officer, transactions involving depositary or similar payment services, transactions that are the result of a competitive bidding process, and transactions arising solely from the ownership of the Company's equity securities. The Policy provides further guidance to the Board or Audit Committee in regard to the approval or ratification of the transaction and prohibits the participation by a Related Party in the discussion, approval or ratification of a transaction.

Pursuant to the application of the Policy, it was determined that Messrs. David W. Kemper and Jonathan M. Kemper are directors of Tower Properties Company ("Tower"), and Mr. Jonathan M. Kemper is the non-compensated Chairman of the Board of Tower. Tower is primarily engaged in the business of owning, developing, leasing and managing real property.

At December 31, 2007, Messrs. David W. Kemper and Jonathan M. Kemper together with members of their immediate families beneficially own approximately 76% of Tower. During 2007, the Company, or its subsidiaries, paid Tower $423,000 for rent on leased properties, $19,000 for leasing fees, $104,000 for operation of parking garages, $269,000 for property construction management fees and $1,638,000 for building management fees.

During 2007, Commerce Bank, N.A., a subsidiary of the Company, paid a salary of $139,565 to Michael Fields, the brother-in-law of Messrs. David W. Kemper and Jonathan M. Kemper.

Various Related Parties have deposit accounts with the subsidiary banks of the Company, and some Related Parties also have other transactions with the subsidiary banks, including loans in the ordinary course of business, all of which were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and did not involve more than normal risk of collectibility or present other unfavorable features.

Section 16(a) Beneficial Ownership Reporting Compliance

Pursuant to Section 16 of the Securities Exchange Act of 1934, the Company's Directors and certain executive officers are required to report, within specified due dates, their initial ownership of the Company's common stocks and all subsequent acquisitions, dispositions or other transfers of interest in such securities, if and to the extent reportable events occur which require reporting by such due dates. The Company is required to identify in its proxy statement whether it has knowledge that any person required to file such a report may have failed to do so in a timely manner. Based on that review, all of the Company's directors and all executive officers subject to the reporting requirements satisfied such requirements in full, except for the following delinquencies which were filed on either Form 4 or Form 5: for Sara E. Foster a delinquent Form 4 was filed to report the acquisition of stock through an exempt grant of stock and for Jonathan M. Kemper a delinquent Form 4 was filed to report the exercise of stock options.

Director Compensation

An employee of the Company or a subsidiary of the Company receives no additional compensation for serving as a director. Non-employee directors of the Company are required to participate in the Stock Purchase Plan for Non-Employee Directors (the "Director Plan"). Under the Director Plan, all compensation payable to a non-employee director is credited to an account in the name of such director as earned and the Company contributes to the account of such director an additional amount equal to 25% of the compensation credited to the director's account. As of the last business day of each month, the cash balance payable to a director is credited to the director's account and converted to whole shares of common stock of the Company based on the last sale price of the Company's common stock as reported by the National Market System of NASDAQ on such date, or if no sale price is reported on such date, the next preceding day for which a sale price is reported. Any balance remaining in a participant's account is carried forward for investment in the next month.

As soon as practicable after the end of each year, the Company issues each non-employee director the number of shares of Company common stock credited to the director's account and any cash balance in the account is carried forward for investment in the next year. If a director dies or ceases to be a non-employee director during the year, the Company will distribute to the director (or his or her beneficiary), as soon as reasonably practicable, a certificate for the number of shares of Company common stock credited to the director's account, along with any cash credited to the account. A participant in the Director Plan has no right to vote or receive dividends or any other rights as a shareholder with respect to shares credited to the participant's account until a certificate for such shares is issued.

Each non-employee director of the Company is paid the following amounts (each adjusted to include the additional 25% contribution by the Company): an annual retainer of $15,000 (paid on a quarterly basis); a fee of $3,000 for attendance (in person or by phone) at each meeting of the Board of Directors; a fee of $750 for attendance (in person or by phone) at each meeting of a committee of which the director is a member; and an annual fee of $5,000 for service as a committee chair. Changes to directors' compensation is initiated by our chief executive officer ("CEO") and presented to the Committee on Governance/Directors. The Chairman of the Committee on Governance/Directors then presents any changes to the full Board of Directors for its approval.

Compensation earned during 2007 by the non-employee directors of the Company for their service as directors is listed in the table below.

Director Compensation

Name	Fees Earned or Paid in Cash (1) ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and NQDC Earnings ($)	All Other Compensation ($)	Total ($)
John R. Capps	$26,250	$ —	$ —	$ —	$ —	$ —	$26,250
W. Thomas Grant, II	$24,750	$ —	$ —	$ —	$ —	$ —	$24,750
James B. Hebenstreit	$35,750	$ —	$ —	$ —	$ —	$ —	$35,750
Thomas A. McDonnell	$23,250	$ —	$ —	$ —	$ —	$ —	$23,250
Terry O. Meek	$27,750	$ —	$ —	$ —	$ —	$ —	$27,750
Benjamin F. Rassieur, III	$30,000	$ —	$ —	$ —	$ —	$ —	$30,000
Dan C. Simons	$ 6,750	$ —	$ —	$ —	$ —	$ —	$ 6,750
Andrew C. Taylor	$29,750	$ —	$ —	$ —	$ —	$ —	$29,750
Kimberly G. Walker	$23,250	$ —	$ —	$ —	$ —	$ —	$23,250
Robert H. West	$35,750	$ —	$ —	$ —	$ —	$ —	$35,750

(1) Fees earned were credited to the Director Plan and converted to shares of the Company's common stock during 2007. In January 2008, the following number of shares were issued to the non-employee directors: Mr. Capps — 583 shares; Mr. Grant — 548 shares; Mr. Hebenstreit — 794 shares; Mr. McDonnell — 518 shares; Mr. Meek — 619 shares; Mr. Rassieur — 671 shares; Mr. Simons — 151 shares; Mr. Taylor — 663 shares; Ms. Walker — 523 shares; and Mr. West — 793 shares.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This section provides information regarding the compensation programs for our CEO, chief financial officer ("CFO"), and four other most highly compensated executives (collectively, our "NEOs"), including the overall objectives of our compensation program and what it is designed to reward, each element of compensation that we provide, and an explanation of the reasons for the compensation decisions we have made regarding these individuals. Our NEOs for 2007 were as follows:

Name	Title
David W. Kemper	Chairman, President and CEO
A. Bayard Clark	Executive Vice President and CFO
Jonathan M. Kemper	Vice Chairman
Seth M. Leadbeater	Vice Chairman
Kevin G. Barth	Executive Vice President
Charles G. Kim	Executive Vice President

Objectives of Our Compensation Program

The Company's compensation program has the following objectives:

- Provide total compensation that is competitive with bank holding companies in geographic proximity, comparable asset size, and considered a direct competitor in order to attract and retain top performers;
- Align the interests of our executive officers with the long-term interests of our shareholders;
- Provide reward systems that are credible and consistent with our core values; and
- Reward individuals for results rather than on the basis of seniority, tenure, or other entitlement.

Compensation and Human Resources Committee Processes

The Compensation and Human Resources Committee (the "Committee") is responsible for establishing the Company's compensation philosophy and ensuring that the objectives of the Company's compensation program are satisfied.

Benchmarks

For all NEOs, the Committee reviewed compensation data from the Towers Perrin 2007 US Commercial Banks Survey (the "Towers Perrin Survey"). Participants included in this survey had median assets of $38.2B to $182.2B depending on the specific position that was analyzed. All position data was regressed for assets of $20B except for the position held by Kevin Barth, which was regressed for $33B due to size constraints in the regression equation. Each NEO was individually compared to descriptions in the Towers Perrin Survey in order to best match overall compensation levels of our NEOs with comparable executive officer positions for the companies included in the Towers Perrin Survey. The input of Towers Perrin was limited to supplying the survey data and performing the regression analysis for each of the NEO positions. The Committee did not use any other outside compensation consultants in determining or recommending any amount or form of compensation for our NEO's.

In addition to considering the Towers Perrin Survey to establish compensation for our CEO for 2007, the Committee considered publicly available compensation data from a comparison group of nine publicly traded financial services companies (the "Comparison Group") approved by the Committee with total assets that are comparable to the Company. Those companies were:

- Associated Banc-Corp
- BOK Financial Corp
- City National Corp
- Colonial BancGroup, Inc.
- Cullen/Frost Bankers, Inc.
- FirstMerit Corp.
- TCF Financial Corp
- UMB Financial Corp.
- Zions Bancorporation

References in this compensation discussion and analysis to the "Benchmarks" refer to the Towers Perrin Survey and the Comparison Group to the extent the "Benchmarks" relate to our CEO, and refer to only the Towers Perrin Survey to the extent the "Benchmarks" relate to our other NEOs.

Performance Reviews

Each of our executive officers performs an annual self-evaluation of previous year performance and goals for the upcoming year. Our CEO conducts performance evaluations of each of our other executive officers, presents the evaluations to the Committee, and makes recommendations to the Committee as to their compensation. The Committee conducts an annual performance evaluation of our CEO and evaluates the recommendations of our CEO as to other executive officers. The performance review of our CEO is based on the financial performance of the Company, the increase in the franchise value of the Company, growth in the human capital of the organization, the continued reinvestment and improvement of the Company's product offerings, and the Company's overall management of risk.

The CEO and all NEO's are evaluated against four key measurements used throughout the company: revenue growth, pre-tax profit growth, customer satisfaction and employee engagement. The targets and results of these measurements are based on corporate-wide results. The CEO and all other NEO's have the same target and all share the final results. The two financial measures (in addition to earnings per share targets) are also used in the formula for our annual cash incentive plan. In addition to the system-wide measures, each executive is evaluated on their individual areas of responsibility and against the objectives outlined in their performance review. The individual performance and contribution criteria may include:

- overall job knowledge and technical skills
- alignment of personal behavior with our company core values
- achievement of financial metrics related to a specific line of business
- achievement of defined operational goals
- contribution to special projects
- management of risk
- development of people within their respective team
- effective communication practices
- ability to solve problems effectively
- assumption of new responsibilities.

The Committee discusses the CEO evaluation without our CEO being present and a Committee member presents the Committee's recommendations for executive officer compensation to the full Board of Directors.

Setting Compensation

Based on the performance evaluations, an analysis of the Benchmarks, and a review of the Company's goals and objectives, the Committee approves, and submits to the Board of Directors for approval, base salary (effective April 1), annual incentive compensation targets and amounts, and long-term equity awards for our executive officers for the current year, as well as incentive compensation earned for the prior year. The Committee's approval generally occurs during January and the Committee makes its presentation to the Board of Directors at the next regularly scheduled meeting, which generally occurs in late January or early February. All equity awards are granted on the date the Board approves the awards using the fair market value of the Company's stock at the close of that business day.

The process includes a review by the CEO of outside benchmarks for the other NEO's prior to the committee meeting. The outside benchmarks for the other NEO's are reviewed for current market data on base salary, annual cash incentives and long-term equity awards. The benchmark information is compared to each of the other NEO's current compensation as detailed on the tally sheets. The CEO details the compensation data and discusses the reasons for his recommendations for the other NEO's during the committee meeting.

The timing of compensation decisions is driven by a variety of tax considerations. To the extent the Committee determines that an award is intended to satisfy the deductibility requirements under Section 162(m) of the Internal Revenue Code, performance objectives must be established in the first 90 days of the performance period. For annual incentive awards, this means performance objectives must be established no later than the end of March. In addition, in order to avoid being considered deferred compensation under Section 409A of the Internal Revenue Code and to be deductible for the prior tax year, our annual incentive awards with respect to the prior year must be paid out by March 15.

There is no policy for the allocation between cash and non-cash or annual and long-term compensation. Instead, the Committee determines the allocation of each component of compensation based on the role of each executive officer in the Company, performance evaluations, the Benchmarks, and knowledge of our local markets. Generally, the percentage of compensation consisting of the annual cash incentive and long-term equity awards increases as the responsibilities of the executive officer and the executive officer's ability to affect Company performance increase. These compensation elements for our CEO for 2007 were allocated as follows: 31.2% base salary, 19.8% annual cash incentive, and 49% long-term equity awards. The Committee feels that a greater percentage of the CEO's compensation should be based on the long term performance of the company than the percentage used for the other NEO's, but has not identified a specific target. On average, these compensation elements for our other NEOs for 2007 were allocated as follows: 42.1% base salary, 18.4% annual cash incentive, and 39.5% long-term equity awards. For purposes of the above calculations, the long-term equity awards were valued as of grant date using the Black Scholes valuation model. Other benefits, including Company allocations and contributions to benefit plans and perquisites, while not considered in determining these allocations, are provided to our executive officers in order to offer a total compensation package that is competitive in the marketplace.

The amount of salary, annual cash incentive and long-term equity awards is considered individually and in combination so that the total of such compensation is targeted at approximately the 50th percentile of the applicable Benchmarks. The total compensation data for 2007 of our NEO's was within the outlined parameter. Realized and unrealized equity compensation gains and vesting of prior equity grants are not considered by the Committee when establishing compensation. The factors used to determine base salary, annual cash incentives, and long-term equity awards are discussed in more detail under the heading "Elements of Compensation" below. The Committee used tally sheets to set compensation for our executive officers for 2007. The tally sheets were included in the packet of data that was sent to the Committee for review prior to the meeting and used during the meeting for discussion purposes. The tally sheets were used as tools for review of total compensation comparison of the NEO's and included information such as:

- Base salary for 2006 and 2007
- Bonus information for 2006 and 2007
- Stock awards with specific grant amortization expense for 2006 and 2007
- Stock option information with specific grant amortization expense for 2006 and 2007
- Change in pension value
- Details on all other compensation by category

If our financial statements were to be restated or adjusted in a manner that would have reduced the size of a prior incentive award, the Committee will consider that information when determining future compensation.

Elements of Compensation

Base Salary

Base salary is a guaranteed element of annual compensation on which our executive officers may rely, regardless of performance. Base salary reflects the external market value of a particular position based on the experiences and qualifications that an individual brings to the position. Base salary levels for our NEOs were reviewed against the Benchmarks to determine whether salary levels are appropriate. Factors included in the comparison of base salaries of our NEOs to those in the Benchmarks included the relative size of companies, financial performance (both currently and over a period of time), and the experience and responsibility of the individuals. The Committee does not assign a weight to any particular factor. During the review of external market data, the CEO advised that two NEO's were performing expanded duties compared to the position description for their current roles. The Committee approved a 9.5% base salary adjustment for both Kevin Barth and Charles Kim, which is higher than the 3.6% overall base salary increase of the other NEO's.

Annual Cash Incentive Compensation

In furtherance of the Company's pay for performance philosophy, the Company's Executive Incentive Compensation Plan ("EICP") is a short-term cash incentive plan to reward our executive officers for the achievement of Company annual performance goals. In awarding annual cash incentives, the factors considered by the Committee are the Company's financial performance (the "Company Performance Factor") compared to the annual target for the following categories — earnings per share ("EPS"), revenue growth, and pre-tax net income growth.

Our NEO's are eligible to receive an annual cash incentive equal to a percentage of their base salary. During the Compensation and Human Resources Committee meeting in January 2007 it was determined, after a review of market-based total compensation that adjustments to the target percent for the annual cash incentive component were needed to stay in the competitive range of pay for the CEO and the other NEO's for performance year 2007. These changes are represented in the payouts for this component for 2007 payments. David Kemper's bonus target changed from 80% in 2006 to 90% in 2007, Jonathan Kemper's bonus target changed from 55% to 65%, Seth Leadbeater's bonus target changed from 50% to 60%, Kevin Barth's bonus target changed from 50% to 60%, Charles Kim's bonus target changed from 50% to 60% and A. Bayard Clark's bonus target changed from 45% to 50%.

The target annual cash incentives as percentages of base salary for our NEOs in 2007 were as follows:

Name	Target Percentage
David W. Kemper	90%
A. Bayard Clark	50%
Jonathan M. Kemper	65%
Seth M. Leadbeater	60%
Kevin G. Barth	60%
Charles G. Kim	60%

In determining the amount of annual cash incentives to be paid under the EICP in 2008 for 2007 performance, the Committee weighted the components of the Company Performance Factor as follows:

- 80% based on actual EPS of $2.82 vs. the target of $3.16
- 10% based on actual revenue growth of 5.1% vs. the target of 5.7%
- 10% based on actual pre-tax net income growth of (6.8)% vs. the target of 6.6%

For every 1% above/below target for a particular component of the Company Performance Factor, the eligible incentive tied to the factor increases/decreases by 5%.

For purposes of the EICP:

- EPS means the earnings per share (on a fully diluted basis) of the Company's common stock.
- Revenue growth means the percentage increase from year to year of the Company's net interest income and non-interest income.
- Pre-tax net income growth means the percentage increase from year to year of the Company's pre-tax net income (excluding securities gains).

For example: Assume for 2007 that an NEO's base salary was $200,000; target annual cash incentive percentage was 50%; actual EPS was 2% below target; actual revenue growth was three percentage points below target; and actual pre-tax net income growth was one percentage point below target. After applying the five-for-one formula described above to these assumptions in comparing actual performance as a percentage of targets, the Company achieved 90% of its EPS target, 85% of the revenue growth target and 95% of its pre-tax net income target, resulting in a Company Performance Factor of 90%. Therefore, the annual incentive compensation for the officer would be:

$100,000 * [(80% * 90%) + (10% * 85%) + (10% * 95%)] = $90,000

For 2007, the calculated payout was 40.8% for all NEO's. In addition, the Committee has reserved discretion to declare additional compensation to the NEO's that does not qualify as "performance based" under Internal Revenue Code Section 162(m). The Committee determined to award additional bonuses outside the EICP in the following amounts in recognition of the Company outperforming its peers during 2007:

Name	
David W. Kemper	$217,792
A. Bayard Clark	$ 38,140
Jonathan M. Kemper	$ 81,330
Seth M. Leadbeater	$ 59,008
Kevin G. Barth	$ 65,455
Charles G. Kim	$ 65,455

For 2007, the total cash incentive awards pursuant to the EICP and the additional awards for Messrs. D. Kemper, Clark, J. Kemper, Leadbeater, Barth, and Kim were approximately 64%, 35%, 46%, 42%, 46% and 46% of base salary, respectively.

Long-Term Equity Awards

Stock option and restricted stock grants have historically been awarded to provide our executive officers with long-term equity awards for profitable growth, to more closely align their interests with the interests of our shareholders, and for retention purposes. The 2005 Equity Incentive Plan, which was approved at the 2005 Annual Meeting of Shareholders, provides for the issuance of equity-based awards, including stock options, stock appreciation rights ("SARs"), restricted stock and restricted stock units, and performance shares and performance units. Commencing in 2006, the Company began issuing SARs in lieu of non-qualified stock options. SARs are granted at fair market value on the grant date, vest ratably over four years beginning one year after the grant date, and provide that upon exercise, appreciation in these units is converted into Company common stock. The Company made this change because SARs offer comparable incentives to employees and are valued the same as non-qualified stock options for expense purposes, but SARs permit the Company to issue fewer shares upon exercise and, therefore, reduce dilution to shareholders. The Company's stock ownership guidelines are a factor considered when allocating long-term equity awards between SARs and restricted stock.

In determining the level of SARs to be awarded to the NEOs in 2007, the Committee considered the restricted stock awards for each NEO, so that the aggregate value of the SARS and restricted stock equal a targeted percentage of each NEO's base salary consistent with the applicable Benchmarks. The Committee also considered stock option/SAR grant practices of the Benchmarks, the level of FAS 123R expense that the Company will incur, and expected long-term Company performance and individual contributions over time.

The second component of our long-term equity awards for our executive officers is an annual award of restricted stock, the value of which is determined by a formula. Each NEO was awarded restricted stock during 2007 with a value equal to 35% of the average annual cash incentive target for the officer for the three prior years, multiplied by the average Company Performance Factor for the three prior years. The restricted stock awards vest at the end of five years. However, holders of restricted stock will receive cash and stock dividends declared by the Company prior to the vesting date.

For example: If the Company Performance Factor for 2005, 2004 and 2003 was 95%, 90% and 100%, respectively, the three-year average Company Performance Factor would be 95%. If the NEO has a three-year average annual cash incentive target of $100,000, the officer would receive restricted stock in 2007 equal to $33,250 ($100,000 * 35% * 95% = $33,250).

The 2007 restricted stock awards were adjusted by the Committee by changing the Company performance factor for 2007 to exclude the effects of the Company's obligation to share certain estimated Visa litigation costs, which are discussed in the Company's 2007 Annual Report of Form 10-K.

Other Benefits

Restated Retirement Plan

The Company maintains the Commerce Bancshares Restated Retirement Plan (the "Retirement Plan"). The Retirement Plan provides benefits based upon earnings, age and years of participation. Our NEOs were participants in the Retirement Plan during 2007. See "Executive Compensation — Pension Benefits Narrative" of this Proxy Statement for a description of the Retirement Plan and our NEOs' benefits under the plan.

Executive Retirement Plan

Effective January 1, 1995, the Company maintains the Commerce Executive Retirement Plan ("CERP"), a non-qualified plan established to provide benefits to a select group of executives on compensation in excess of the allowable amount under the Company's pension and 401(k) plans. See "Executive Compensation — Pension Benefits Narrative" of this Proxy Statement for a description of the CERP.

The Pre-2005 Benefit is paid in the same form as payments are made from the Retirement Plan and shall commence within one year following commencement of distributions from the Retirement Plan. This may be amended after the regulations under Internal Revenue Code Section 409A are finalized. The Post-2004 Benefit is payable as a lump sum within one year following commencement of distributions from the Retirement Plan. This may be amended after the regulations under Internal Revenue Code Section 409A are finalized.

The CERP is intended to be a part of participating executive officers' total compensation. The CERP also provides equitable treatment to participants because it provides retirement benefits which are, as a percentage of total compensation, commensurate with the benefits provided to other employees of the Company.

Deferred Compensation

Our NEOs are eligible to participate in a non-qualified deferred compensation plan that is a part of the EICP. The EICP allows the officers to contribute a percentage of their annual cash incentive award under this plan and, therefore, defer income tax on these amounts. See "Executive Compensation — Nonqualified Deferred Compensation Narrative" of this Proxy Statement for a description of the deferred compensation plan. This benefit is not considered by the Committee in setting other compensation for our NEOs.

Perquisites

Our NEOs are eligible for personal use of the Company airplane (in accordance with our corporate airplane policy) and long-term care insurance, the premiums for which are paid by the Company. Our NEOs are also reimbursed for club dues as necessary for business purposes. All employees, including the NEOs, are covered under our health and welfare plans and the Company pays the premiums for basic coverage life and long-term disability and subsidizes the cost of other coverages. The value of all perquisites is determined and included as additional compensation to the NEOs without any gross up to compensate for accompanying taxes. Our use of perquisites as an element of compensation is limited and is largely based on our historical practices and policies. We do not view perquisites as a significant element of our comprehensive compensation structure, but do believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Severance Agreements

We have entered into severance agreements with each of our NEOs. These agreements provide payments or benefits following the occurrence of both a change in control and a qualifying termination. The Committee believes these agreements serve the best interests of the Company and its shareholders by ensuring that, if a change in control were ever under consideration, the NEOs would be able to advise the Board of Directors dispassionately about the potential transaction and implement the decision of the Board without being unduly influenced by personal concerns such as the economic consequences of possibly losing their jobs following a change in control. These agreements also provide an incentive for our NEOs not to seek other employment due to concern over losing their positions if a change in control were ever under consideration. Additional information regarding these severance agreements is found under the heading "Employment Agreements and Elements of Post-Termination Compensation" of this Proxy Statement.

Stock Ownership Guidelines

In order to continue to be eligible to receive long-term equity awards, our executive officers must meet stock ownership requirements as follows:

• Chairman	6 times base salary
• Vice Chairman	4 times base salary
• Executive Vice President	2 times base salary

Generally, an executive officer must achieve the applicable targeted ownership level within three years of being named an executive officer. As of December 31, 2007, each NEO exceeded his required share ownership level. Stock that will be considered in order to meet ownership guidelines includes all shares with respect to which the executive officer has direct or indirect ownership or control, including restricted stock (regardless of whether vested), and shares held in the executive officer's 401(k) plan account, but does not include unexercised stock options or SARs.

Impact of Accounting and Tax Treatment

Section 162(m) of the Internal Revenue Code limits our ability to deduct annual compensation in excess of $1 million paid to our NEOs. This limitation generally does not apply to compensation based on performance goals if certain requirements are met. It is the Committee's position that in administering the "performance-based" portion of the Company's executive compensation program, it will attempt to satisfy the requirements for deductibility under Section 162(m). However, the Committee believes that it needs to retain the flexibility to exercise its judgment in assessing an executive's performance and that the total compensation system for executives should be managed in accordance with the objectives outlined in this discussion and in the overall best interests of the Company's shareholders. Should the requirements for deductibility under Section 162(m) conflict with our executive compensation philosophy and objectives or with what the Committee believes to be in the best interests of the shareholders, the Committee may authorize compensation which is not fully deductible for any given year.

The Company adopted FAS 123 in 2003 and has been expensing equity-based awards since that time. In 2006, the Company also adopted provisions of FAS 123R when this new standard became effective. The changes in the accounting for these kinds of equity awards did not have a material impact on the financial statements of the Company.

COMPENSATION AND HUMAN RESOURCES COMMITTEE REPORT

The Compensation and Human Resources Committee reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on such review and discussion, the Compensation and Human Resources Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for filing with the Securities and Exchange Commission.

Submitted by the Compensation and Human Resources Committee of Commerce Bancshares, Inc. Board of Directors.

Andrew C. Taylor, Chairman
W. Thomas Grant, II
Terry O. Meek

EXECUTIVE COMPENSATION

The following table summarizes the total compensation paid or earned by each of our NEOs for the fiscal year ended December 31, 2007.

Summary Compensation Table

Name & Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	Change in Pension Value and NQDC Earnings ($)(5)	All Other Compensation ($)(6)	Total ($)
David W. Kemper, CEO	2007	$811,625	$217,792	$181,280	$853,020	$298,708	$ —	$102,634	$2,465,059
	2006	$778,151	$ —	$165,551	$832,894	$527,000	$157,822	$103,402	$2,564,820
A. Bayard Clark, CFO	2007	$253,950	$ 38,140	$ 33,196	$140,504	$ 51,860	$ 8,882	$ 28,351	$ 554,883
	2006	$245,825	$ —	$ 30,785	$137,631	$ 93,000	$ 61,354	$ 26,600	$ 595,195
Jonathan M. Kemper,	2007	$418,725	$ 81,330	$ 64,083	$361,279	$111,170	$ —	$ 44,807	$1,081,394
Vice Chairman	2006	$404,532	$ —	$ 58,372	$352,767	$188,000	$ 56,177	$ 45,111	$1,104,959
Seth M. Leadbeater,	2007	$330,100	$ 59,008	$ 74,741	$180,644	$ 80,992	$ —	$ 43,523	$ 769,008
Vice Chairman	2006	$317,875	$ —	$ 70,895	$175,942	$134,000	$ 28,190	$ 41,449	$ 768,351
Kevin G. Barth,	2007	$310,000	$ 65,455	$ 68,653	$153,427	$ 76,545	$ —	$ 38,401	$ 712,481
Executive Vice President	2006	$292,500	$ —	$ 64,392	$146,534	$124,000	$ 11,602	$ 32,368	$ 671,396
Charles G. Kim,	2007	$310,000	$ 65,455	$ 68,737	$153,427	$ 76,545	$ —	$ 32,086	$ 706,250
Executive Vice President	2006	$292,500	$ —	$ 64,636	$146,974	$124,000	$ 11,709	$ 30,284	$ 670,103

(1) Amounts reflect discretionary bonuses and are discussed in further detail under the heading "Annual Cash Incentive Compensation" in the Compensation Discussion and Analysis.

(2) Amounts reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2007, in accordance with FAS 123R (excluding any impact of assumed forfeitures), of restricted stock granted pursuant to equity compensation plans in effect during 2007 and prior years. Refer to the Grants of Plan-Based Awards table on the next page for grant date fair market value of shares awarded in 2007.

(3) Amounts reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2007, in accordance with FAS 123R (excluding any impact of assumed forfeitures), of SARs and stock options granted pursuant to equity compensation plans in effect during 2007 and prior years. Refer to the Grants of Plan-Based Awards table on the next page for grant date fair market value of SARs awarded in 2007. Assumptions used in calculating the value of SARs and stock option awards are discussed in Note 11 to the consolidated financial statements in our 2007 Annual Report on Form 10-K.

(4) Amounts reflect the cash incentive awards earned in fiscal years 2007 and 2006 and paid in the following year under the EICP, which is discussed in further detail under the heading "Annual Cash Incentive Compensation" in the Compensation Discussion and Analysis. Incentive awards elected to be deferred for 2007 and 2006, respectively, were as follows: Messrs. Clark — $51,860 and $93,000; J. Kemper — $111,170 and $188,000; and Barth — $50,000 and $50,000, respectively.

(5) Amounts reflect the actuarial increase in the present value of benefits under all pension plans established by the Company determined using interest rate and mortality rate assumptions consistent with those used in the Company's financial statements. See "Pension Benefits Narrative" for further information regarding the Company's pension plans. For year 2007, the interest rate used in these calculations increased, resulting in a loss for several NEO's. The losses are shown as zero and were as follows: Messrs. D. Kemper $15,364; J. Kemper $14,224; Leadbeater $5,035; Barth $9,136; and Kim $9,758.

(6) All Other Compensation is comprised of the following amounts:

Name		401(k) Match	Premiums for Group Term Life Insurance	CERP Contribution Credits	Perquisites (a)	Total All Other Compensation
David W. Kemper	2007	$15,500	$2,322	$79,535	$5,277	$102,634
	2006	$15,000	$2,322	$80,319	$5,761	$103,402
A. Bayard Clark	2007	$15,500	$2,627	$10,097	$ 127	$ 28,351
	2006	$15,000	$2,525	$ 8,948	$ 127	$ 26,600
Jonathan M. Kemper	2007	$15,500	$1,242	$27,981	$ 84	$ 44,807
	2006	$15,000	$1,242	$27,501	$1,368	$ 45,111
Seth M. Leadbeater	2007	$15,500	$2,297	$19,409	$6,317	$ 43,523
	2006	$15,000	$2,205	$17,927	$6,317	$ 41,449
Kevin G. Barth	2007	$15,500	$ 748	$15,871	$6,282	$ 38,401
	2006	$15,000	$ 700	$15,718	$ 950	$ 32,368
Charles G. Kim	2007	$15,500	$ 748	$15,780	$ 58	$ 32,086
	2006	$15,000	$ 701	$14,525	$ 58	$ 30,284

(a) Perquisites include personal use of the Company airplane, personal use related to club dues and long-term care insurance premiums paid by the Company. We calculated the incremental cost of personal airplane usage based on the cost of fuel, landing fees, trip-related hanger costs, and incremental crew expenses. We also include other airplane-related expenses incurred or accrued pro-rata based on actual number of miles flown because we believe, on average, it fairly approximates our incremental costs of individual trips.

Grants of Plan-Based Awards in 2007*

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards:	All Other Option Awards:		
Name	Grant Date	Thres-hold ($)	Target ($)(1)	Maxi-mum ($)	Thres-hold (#)	Target (#)	Maxi-mum (#)	Number of Shares of Stock or Units (#)(2)	Number of Securities Underlying Options (#)(3)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
David W. Kemper	2/2/2007							4,101			$ 193,972
	2/2/2007								89,250	$47.30	$1,081,863
			$737,550								
A. Bayard Clark	2/2/2007							724			$ 34,265
	2/2/2007								14,700	$47.30	$ 178,189
			$128,050								
Jonathan M. Kemper	2/2/2007							1,460			$ 69,077
	2/2/2007								37,800	$47.30	$ 458,201
			$274,495								
Seth M. Leadbeater	2/2/2007							1,038			$ 49,114
	2/2/2007								18,900	$47.30	$ 229,100
			$199,980								
Kevin G. Barth	2/2/2007							929			$ 43,949
	2/2/2007								16,800	$47.30	$ 203,645
			$189,000								
Charles G. Kim	2/2/2007							959			$ 45,389
	2/2/2007								16,800	$47.30	$ 203,645
			$189,000								

(1) Represents the target amount payable under the EICP for 2007 performance. There was no threshold or maximum amount payable under the EICP if actual performance was less than or greater than target. For a description of the EICP, see "Annual Cash Incentive Compensation" in the Compensation Discussion and

Analysis. The actual amount earned is reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

(2) Represents restricted stock granted under the 2005 Equity Incentive Plan, as described under "Long-Term Equity Awards" in the Compensation Discussion and Analysis.

(3) Represents SARs granted under the 2005 Equity Incentive Plan, as described under "Long-Term Equity Awards" in the Compensation Discussion and Analysis.

* *All share and per share amounts in this table have been restated for the 5% stock dividend distributed in 2007.*

Outstanding Equity Awards at Fiscal Year-End*

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (Number Exercisable) (#)(1)	Number of Securities Underlying Unexercised Options (Number Unexercisable) (#)(1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
David W. Kemper	108,481			$29.16	3/6/2013				
	103,316			$41.04	3/5/2014				
	73,797	24,600		$40.74	1/28/2015				
	23,428	70,284		$47.12	2/17/2016				
		89,250		$47.30	2/2/2017				
						22,394(2)	$1,004,595		
A. Bayard Clark	19,388			$24.66	2/12/2009				
	20,680			$20.52	2/4/2010				
	19,696			$28.12	3/6/2011				
	19,430			$31.64	3/7/2012				
	19,142			$29.16	3/6/2013				
	17,016			$41.04	3/5/2014				
	12,154	4,052		$40.74	1/28/2015				
	3,858	11,577		$47.12	2/17/2016				
		14,700		$47.30	2/2/2017				
						4,116(3)	$ 184,644		
Jonathan M. Kemper	3,414			$27.52	2/5/2008				
	41,880			$24.66	2/1/2009				
	21,321			$20.52	2/4/2010				
	45,026			$28.12	3/6/2011				
	46,901			$31.64	3/7/2012				
	45,944			$29.16	3/6/2013				
	43,757			$41.04	3/5/2014				
	31,255	10,419		$40.74	1/28/2015				
	9,922	29,768		$47.12	2/17/2016				
		37,800		$47.30	2/2/2017				
						7,908(4)	$ 354,753		
Seth M. Leadbeater	22,779			$31.64	3/7/2012				
	21,695			$29.16	3/6/2013				
	21,878			$41.04	3/5/2014				
	15,627	5,210		$40.74	1/28/2015				
	4,961	14,884		$47.12	2/17/2016				
		18,900		$47.30	2/2/2017				
						11,568(5)	$ 518,940		

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (Number Exercisable) (#)(1)	Number of Securities Underlying Unexercised Options (Number Unexercisable) (#)(1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Kevin G. Barth	4,040			$27.52	2/5/2008				
	4,502			$27.52	2/5/2008				
	14,068			$28.12	3/6/2011				
	16,079			$31.64	3/7/2012				
	17,688			$29.16	3/6/2013				
	18,231			$41.04	3/5/2014				
	13,022	4,341		$40.74	1/28/2015				
	4,134	12,403		$47.12	2/17/2016				
		16,800		$47.30	2/2/2017				
						11,132(6)	$ 499,382		
Charles G. Kim	19,388			$24.66	2/1/2009				
	20,680			$20.52	2/4/2010				
	19,696			$28.12	3/6/2011				
	19,430			$31.64	3/7/2012				
	19,142			$29.16	3/6/2013				
	18,231			$41.04	3/5/2014				
	13,022	4,341		$40.74	1/28/2015				
	4,134	12,403		$47.12	2/17/2016				
		16,800		$47.30	2/2/2017				
						11,152(7)	$ 500,279		

(1) Except for the SARs granted on February 17, 2006 and February 2, 2007, with an expiration date of February 17, 2016 and February 2, 2017, respectively, all amounts represent incentive stock options and non-qualified stock options. All substantive terms of the stock options are identical — four equal vesting periods with 25% exercisable at date of grant and an additional 25% exercisable on each anniversary date thereof. SARs vest ratably over a four-year period beginning one year after the grant date.

(2) Represents restricted stock granted under equity compensation plans, which vests as to 5,449 shares on March 5, 2008; 4,042 shares on March 4, 2009; 4,691 shares on January 27, 2010; 4,111 shares on February 16, 2011; and 4,101 shares on February 1, 2012.

(3) Represents restricted stock granted under equity compensation plans, which vests as to 1,055 shares on March 5, 2008; 769 shares on March 4, 2009; 840 shares on January 27, 2010; 728 shares on February 16, 2011; and 724 shares on February 1, 2012.

(4) Represents restricted stock granted under equity compensation plans, which vests as to 1,905 shares on March 5, 2008; 1,399 shares on March 4, 2009; 1,680 shares on January 27, 2010; 1,464 shares on February 16, 2011; and 1,460 shares on February 1, 2012.

(5) Represents restricted stock granted under equity compensation plans, which vests as to 1,440 shares on March 5, 2008; 1,048 shares on March 4, 2009; 1,174 shares on January 27, 2010; 1,085 shares on February 16, 2011; 1,038 shares on February 1, 2012; 1,928 shares on December 28, 2012; 1,928 shares on December 28, 2013; and 1,927 shares on December 28, 2014.

(6) Represents restricted stock granted under equity compensation plans, which vests as to 1,193 shares on March 5, 2008; 862 shares on March 4, 2009; 1,006 shares on January 27, 2010; 1,071 shares on February 16, 2011; 929 shares on February 1, 2012; 2,024 shares on November 1, 2012; 2,024 shares on November 1, 2013; and 2,023 shares on November 1, 2014.

(7) Represents restricted stock granted under equity compensation plans, which vests as to 1,186 shares on March 5, 2008; 874 shares on March 4, 2009; 1,099 shares on January 27, 2010; 963 shares on February 16, 2011; 959 shares on February 1, 2012; 2,024 shares on November 1, 2012; 2,024 shares on November 1, 2013; and 2,023 shares on November 1, 2014.

* *All share and per share amounts in this table have been restated for the 5% stock dividend distributed in 2007.*

Option Exercises and Stock Vested in 2007*

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
David W. Kemper	117,319	$1,752,438	3,652	$170,635
A. Bayard Clark	18,312	$ 323,482	699	$ 32,660
Jonathan M. Kemper	29,358	$ 694,476	1,278	$ 59,713
Seth M. Leadbeater	21,103	$ 420,007	955	$ 44,621
Kevin G. Barth	—	$ —	791	$ 36,959
Charles G. Kim	18,312	$ 351,591	794	$ 37,099

(1) We computed the dollar amount realized upon exercise by multiplying the number of shares times the difference between the market price of the underlying securities at exercise and the exercise price of the option.

(2) We computed the aggregate dollar amount realized upon vesting by multiplying the number of shares of stock by the market value of the underlying shares on the vesting date.

* *All share amounts in this table have been restated for the 5% stock dividend distributed in 2007.*

Pension Benefits in 2007

Name	Plan Name	Number of Years of Credited Service (#)(2)	Present Value of Accumulated Benefit ($)(3)	Payments During Last Fiscal Year ($)
David W. Kemper	Retirement Plan	25	$565,258	$ —
	CERP(1)	25	$884,332	$ —
A. Bayard Clark	Retirement Plan	28	$507,126	$ —
	CERP(1)	28	$ 10,986	$ —
Jonathan M Kemper	Retirement Plan	22	$384,667	$ —
	CERP(1)	22	$161,110	$ —
Seth M. Leadbeater	Retirement Plan	14	$271,029	$ —
	CERP(1)	14	$ —	$ —
Kevin G. Barth	Retirement Plan	20	$134,814	$ —
	CERP(1)	20	$ —	$ —
Charles G. Kim	Retirement Plan	14	$137,889	$ —
	CERP(1)	14	$ —	$ —

(1) Information presented pertains to the "Pre-2005 Benefit" portion of the CERP.

(2) The "Number of Years of Credited Service" is less than actual years of service because service prior to membership in the plans and service after December 31, 2004 (the date the plans were frozen) is excluded from credited service. The actual years of service for Messrs. D. Kemper, Clark, J. Kemper, Leadbeater, Barth and Kim was 30, 32, 26, 18, 24 and 18, respectively.

(3) The present value of the benefits shown is based on a 6.25% interest rate and the RP2000 white collar mortality table projected to 2010 assuming benefits commence at normal retirement age of 65.

Pension Benefits Narrative

The Company maintains the Retirement Plan, which is a tax-qualified defined benefit plan that provides retirement benefits to all employees who completed one year of service and attained age 21 prior to July 1, 2004. Participation in the Retirement Plan was frozen on December 31, 2004, as described below.

The Retirement Plan provides benefits based upon compensation, age and years of participation. Effective January 1, 1995, benefits were provided under a cash balance formula. Under this formula, a retirement account balance is maintained for each participant. At the end of each plan year beginning after December 31, 1994 and ending December 31, 2004, the participant's account was credited with a cash balance amount equal to a percentage of compensation for the year plus the same percentage of compensation in excess of 50% of the Social Security taxable wage base for the year.

Compensation for this purpose is limited by Section 401(a)(17) of the Internal Revenue Code ($225,000 in 2007). The applicable percentage is determined by the sum of the participant's age and years of participation in the Retirement Plan at the beginning of the plan year, and ranged from 1% for a sum of less than 30 to 4% for a sum of 75 or more. Interest is credited to the participant's account at the end of each plan year beginning after 1995 at a rate not less than 5% of the account balance at the end of the prior plan year. For 2007, the rate of interest was 5%. Beginning January 1, 2005, no additional cash balance credits will be applied to participants' accounts. However, interest will continue to be credited to each participant's account until retirement. At retirement, a participant may select from various annual benefit options based on actuarial factors defined in the Retirement Plan.

In addition, the participant will receive an annual benefit equal to his annual benefit accrued through December 31, 1994 under the Retirement Plan's prior formula, adjusted for increases in the cost of living (but not in excess of 4% per year) for each year of participation after December 31, 1994. Certain participants of the Retirement Plan, including NEOs, will receive a special minimum benefit based on the final five-year average compensation and years of service, subject to IRS approval, which has been requested.

This Retirement Plan is fully funded by the Company and participants become fully vested after five years of service. All of the NEOs are fully vested. The normal retirement age under the Retirement Plan is 65. Reduced benefits are available as early as age 55 with 10 years of service. Benefits are reduced based on the length of time prior to age 65 that retirement occurs. The reduction is 6.67% per year for each of the first five years of early retirement (age 60-64) plus an additional 3.33% per year for each of the next five years (ages 55-59). Of the NEOs, Messrs. D. Kemper, Clark and Leadbeater are currently eligible for early retirement, and J. Kemper will become eligible during 2008.

The estimated annual accrued benefit under the Retirement Plan for Messrs. D. Kemper, Clark, J. Kemper, Leadbeater, Barth and Kim is $85,701, $55,348, $68,534, $40,054, $36,530 and $38,721 respectively. These benefits assume the election of benefits payable as a straight life annuity to the participant.

Effective January 1, 1995, the Company also maintains the CERP to provide a non-tax-qualified deferred compensation plan to a select group of executives whose benefits under the Retirement Plan are limited by the Internal Revenue Code. The CERP is unfunded and benefits are payable from the assets of the Company. The Board of Directors has designated the CEO as a participant and the CEO has designated other executives, including the NEOs, as participants. The present value of the benefits shown in the table is based on a 6.25% interest rate and the RP2000 white collar employee mortality table projected to 2010, assuming benefits commence at normal retirement age.

A participant's benefit under the CERP is the sum of the "Pre-2005 Benefit" and the "Post-2004 Benefit." A participant's benefit under the Pre-2005 Benefit is the amount by which (1) exceeds (2), where (1) is the benefit that would be payable under the Retirement Plan if that benefit were calculated using the participant's compensation including any incentive compensation deferred under a nonqualified deferred compensation plan maintained by the Company and without regard to the compensation limit of Section 401(a)(17) of the Internal Revenue Code; and (2) is the benefit actually payable under the Retirement Plan. Consistent with the Retirement Plan, cash balance formula additions under the CERP were frozen effective January 1, 2005.

The estimated annual accrued benefit under the Pre-2005 Benefit for Messrs. D. Kemper, Clark, J. Kemper, Leadbeater, Barth and Kim is $134,077, $1,199, $28,704, $0, $0 and $0, respectively. These benefits assume the election of benefits payable as a straight life annuity to the participant. The Pre-2005 Benefit is subject to the same retirement eligibility requirements and early retirement reductions as the Retirement Plan.

Benefits under the Post-2004 Benefit are in the form of a defined contribution plan, and are described in the narrative accompanying the Nonqualified Deferred Compensation table.

Nonqualified Deferred Compensation in 2007

Name	Plan Name	Executive Contributions in 2007 ($)(2)	Registrant Contributions in 2007 ($)(3)	Aggregate Earnings in 2007 ($)(4)	Aggregate Withdrawals / Distributions ($)	Aggregate Balance at 12/31/07 ($)
David W. Kemper	EICP	$ —	$ —	$ (1,933)	$ —	$ 330,715
	CERP(1)	$ —	$79,535	$ 8,134	$ —	$ 249,106
A. Bayard Clark	EICP	$ 93,000	$ —	$13,021	$ —	$ 215,788
	CERP(1)	$ —	$10,097	$ 983	$ —	$ 29,362
Jonathan M. Kemper	EICP	$188,000	$ —	$25,857	$ —	$3,040,458
	CERP(1)	$ —	$27,981	$ 2,833	$ —	$ 86,300
Seth M. Leadbeater	EICP	$ —	$ —	$ —	$ —	$ —
	CERP(1)	$ —	$19,409	$ 1,869	$ —	$ 56,586
Kevin G. Barth	EICP	$ 50,000	$ —	$ 2,018	$ —	$ 482,746
	CERP(1)	$ —	$15,871	$ 1,550	$ —	$ 47,288
Chuck G. Kim	EICP	$ —	$ —	$ —	$ —	$ —
	CERP(1)	$ —	$15,780	$ 1,529	$ —	$ 46,791

(1) Information presented pertains to the "Post-2004 Benefit" portion of the CERP.

(2) Reflects annual cash incentive compensation deferred under the EICP in 2007 with respect to incentive compensation that was based on 2006 performance. Amounts for Messrs. Clark, J. Kemper and Barth were included in the "Non-Equity Incentive Plan Compensation" column of the 2006 Summary Compensation Table.

(3) Reflects Company contribution credits to the CERP in 2007. These amounts are included in the "All Other Compensation" column of the 2007 Summary Compensation Table.

(4) No NEO received preferential or above-market earnings on deferred compensation.

Nonqualified Deferred Compensation Narrative

Our NEOs are eligible to participate in a deferred compensation plan that is a part of the EICP. The EICP allows the officers to contribute up to 100% of their annual cash incentive award to this plan and, therefore, defer income tax on these amounts. Participants can select from a number of investment options, which are generally available to other employees in the Company's 401(k) plan, including a Company stock alternative, to which their deferrals will be credited. Each participant's account is credited with earnings based on performance of those investment options. Benefits are payable in a lump sum or up to ten annual installments. Participants may not make withdrawals during employment, except in the event of hardship approved by the director of the Human Resources department of the Company.

The Post-2004 Benefit portion of the CERP provides for a Company contribution credit on the last day of each plan year beginning on and after January 1, 2005 equal to 7% of the participant's eligible compensation above the pay limit imposed under the Internal Revenue Code for purposes of the Company's qualified 401(k) retirement plan (the "Participating Investment Plan") for the year ($225,000 in 2007). The Company may make additional contribution credits to the extent that limitations were imposed on contributions by CERP participants to the

Participating Investment Plan due to the nondiscrimination test of Internal Revenue Code Section 401(m). No such additional contribution credits were made for 2007.

Eligible compensation for the Post-2004 Benefit portion of the CERP generally includes W-2 earnings. Eligible compensation for 2007 in excess of the pay limit imposed under the Internal Revenue Code was as follows: Mr. D. Kemper $1,343,549; Mr. Clark $349,577; Mr. J. Kemper $607,967; Mr. Leadbeater $472,618; Mr. Barth $435,666; and Mr. Kim $434,748.

Each year the Company will credit or debit the participant's CERP account to reflect deemed earnings. The current rate of earnings credit is fixed at 5%, which corresponds to the rate of interest earned on the cash balance accounts of participants in the Retirement Plan. The Retirement Committee, which is an internal committee of employees, reviews this rate of interest annually. The account balance is payable as a lump sum upon the participant's retirement.

Employment Agreements and Elements of Post-Termination Compensation

We do not have employment agreements with our NEOs. However, there are several arrangements that provide post-termination benefits.

Change of Control Severance Agreements

The Company has in place a severance agreement with each NEO ("Severance Agreement") which provides for payments and certain benefits (which payments and benefits shall be referred to as the "Severance Benefits") in the event of a "Qualifying Termination" in connection with a "Change of Control."

For purposes of the Severance Agreement, "Change of Control" means:

- Any Person (as defined in Section 3(a)(9) of the Securities and Exchange Act of 1934, with certain exclusions provided for in the Severance Agreement) becomes the "beneficial owner," directly or indirectly, of 20% of the Company's outstanding shares or the combined voting power of the then outstanding shares of the Company; or

- Individuals who on the date of the Severance Agreement constituted the Board or any new director whose appointment or election by the Board or nomination for election by the Company's shareholders was approved by at least two-thirds of the directors then still in office who were either directors on the date of the Severance Agreement or whose appointment, election or nomination was previously approved, shall fail to constitute the majority of the Board of Directors; or

- There is consummated a merger or consolidation of the Company with any other corporation other than (i) a merger or consolidation in which the combined voting power immediately after the merger or consolidation was at least 80% of the same combined voting power immediately prior to the merger or consolidation or (ii) the merger or consolidation was for the purpose of the recapitalization of the Company in which no person is or becomes the beneficial owner of 20% or more of the outstanding shares of the Company or the combined voting power of the Company's outstanding securities; or

- The shareholders approve a plan of complete liquidation or dissolution of the Company or there is a sale or disposition of substantially all of the Company's assets, other than a sale or disposition to an entity that has at least 80% of the combined voting securities owned by persons in substantially the same proportions as their ownership of the Company immediately prior to such sale.

"Qualifying Termination" means:

- Within twelve months prior to a Change of Control, the NEO's employment is terminated by the Company under circumstances not constituting Cause and in contemplation of, or caused by, the Change of Control, such Change of Control is pending at the time of termination, and the Change of Control actually occurs; or

- Within three years following a Change of Control, the NEO's employment is involuntarily terminated by the Company under circumstances not constituting Cause, the successor company fails or refuses to assume the obligations of the Company under the Severance Agreement, or the Company or any successor company breaches any provisions of the Severance Agreement; or

- A voluntary termination of employment by the NEO under circumstances constituting "Good Reason" within three years following a Change of Control; or
- A voluntary termination of employment by an NEO for any reason within the period beginning on the first anniversary of the Change of Control and ending thirty days after such date.

"Cause" means willful misconduct or conduct by the NEO that was knowingly fraudulent or deliberately dishonest.

"Good Reason" means (i) the NEO , in his reasonable judgment, determines that his duties have been materially reduced in terms of authority and responsibility from those existing immediately prior to the Change of Control; or (ii) the NEO is required to be based at a location that is thirty-five or more miles from his primary residence at the time of the requirement than it was prior thereto; or (iii) there is a reduction in the NEO's base salary to an amount that is less than the base salary in effect twelve months prior to the Change of Control; or (iv) there is a material reduction in the NEO's level of participation in any of the Company's incentive compensation plans, benefit plans, policies, practices or arrangements in which the NEO participated immediately prior to the Change of Control and such reduction is not consistent with the average level of participation by other executives who have a similar position.

In the event that an NEO becomes entitled to Severance Benefits, the Company shall pay to or provide the NEO with the following:

- A lump sum payment equal to the product of: (i) the Severance Period, multiplied by (ii) the sum of the NEO's base salary in effect 12 months prior to the Change of Control and the NEO's average bonus for the three completed fiscal years of the Company preceding the fiscal year in which the Change of Control occurs; and
- A lump sum payment equal to the greater of the NEO's actual bonus for the fiscal year of the Company preceding the fiscal year in which the Change of Control occurs or the NEO's target bonus for the fiscal year of the Company in which a Qualifying Termination occurs, calculated with the assumption that both the Company and the NEO achieved all performance objectives required to earn the target bonus, and prorated based on the number of days elapsed in the Company's fiscal year during which employment terminates;
- Continuation of health, life and disability insurance to the NEO during the Severance Period at a cost to the NEO equal to the amount paid by similarly situated active employees at the time of the earliest event that could constitute "Good Reason." To the extent such benefits are taxable, there is a gross up for taxes;
- The opportunity to borrow from the Company or an affiliate thereof, for an interest rate set by NEO (which may be zero), an amount equal to the sum of the NEO's outstanding stock options and taxes resulting from the exercise and the vesting of NEO's restricted stock, with repayment required upon the passage of 180 consecutive days of NEO being able to sell stock acquired by the exercise and being able to sell vested, restricted stock without restriction; and
- Reimbursement for the costs, if any, of outplacement services obtained by NEO following a Qualifying Termination.

"Severance Period" means a number of whole and fractional years equal to the lesser of: (a) three or (b) the quotient of the number of months following termination until the NEO attains age 65, divided by twelve.

In the event that any payments are subject to the application of any tax pursuant to Section 4999 the Tax Code (an "Excise Tax"), the Company shall also pay to the NEO an additional amount sufficient to make the net amount payable to the NEO the same as the NEO would have received had the Excise Tax not been imposed. The Company will reimburse the NEO for all fees, expenses and costs incurred in connection with any Excise Tax.

The Severance Benefits are reduced by any other severance benefits or damages for termination paid or owed to the NEO.

The Company is obligated to pay any attorneys' fees and costs incurred in connection with any dispute concerning the Severance Agreement unless the dispute by the NEO is frivolous.

Restricted Stock, Stock Options and Stock Appreciation Rights

Our outstanding unvested restricted stock grants are normally forfeited upon termination of employment. However, there are special vesting rules in the case of death, disability or retirement. In the case of death or disability, outstanding unvested restricted stock immediately vests in the same proportion that the number of full and partial months from the date of grant to the date of death or disability bears to the total restriction period applicable to the award. In the case of "retirement," the same pro-rata vesting provision applies, except the vesting is not effective until the last day of the restriction period applicable to the award. For grants issued before 2007, "retirement" means termination of employment after attaining age 60 and agreeing to certain non-competition provisions. In the case of restricted stock issued after 2005, "retirement" means termination of employment after attaining age 60 and having at least ten years of service, and agreeing to certain non-competition provisions. In addition, otherwise unvested outstanding restricted stock, stock appreciation rights and options immediately vest upon the occurrence of a change of control. For this purpose "change of control" has the same meaning as applies for purposes of the Change of Control Severance Agreements (see *"Change of Control Severance Agreements"* under "Employment Agreements and Elements of Post-Termination Compensation"), except different dates are used for determining the incumbent board of directors.

Deferred Compensation

The CERP and EICP provide for payments of non-qualified deferred compensation after termination of employment. See "Pension Benefits Narrative" and "Nonqualified Deferred Compensation Narrative" for a description of those arrangements.

Long-Term Disability

The NEOs generally have the same long-term disability benefit as all salaried employees, except that the definition of "disability" for the NEOs is more favorable because the benefit after the first 36 months of disability for salaried employees who are not vice presidents or above is based on a more restrictive definition of disability than the one that applies to vice presidents and above.

Commerce Retirement Plan

This qualified defined benefit pension plan was frozen and closed to new participants January 1, 2004, so not all salaried employees participate. The named executives participate in this plan and receive earnings credits to their cash balance accounts. See "Pension Benefits Narrative" for a description of this arrangement.

Potential Payments upon Termination or Change in Control

Executive Benefits and Payments upon Termination	Voluntary Termination	Normal Retirement	Death	Disability	Qualified Termination After a Change in Control
David W. Kemper					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$4,025,100(1)
Bonus	$ —	$ —	$ —	$ —	$ 737,550(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 101,352(3)
Restricted stock awards	$ —	$ 599,733	$ 599,733	$ 599,733	$1,004,595(4)
EICP/CERP	$ 579,821	$ 579,821	$ 579,821	$ 579,821	$ 579,821(5)
Benefits:					
Retirement plan	$1,449,590	$1,449,590	$ 673,697	$1,449,590	$1,449,590(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 53,520(8)
Total	$2,029,411	$2,629,144	$1,853,251	$2,629,144	$7,951,528

Executive Benefits and Payments upon Termination	Voluntary Termination	Normal Retirement	Death	Disability	Qualified Termination After a Change in Control
A. Bayard Clark					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$ 864,583(1)
Bonus	$ —	$ —	$ —	$ —	$ 128,050(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 16,694(3)
Restricted stock awards	$ —	$ 112,150	$ 112,150	$ 112,150	$ 184,644(4)
EICP/CERP	$ 245,150	$ 245,150	$ 245,150	$ 245,150	$ 245,150(5)
Benefits:					
Retirement plan	$ 518,112	$ 518,112	$ 240,793	$ 518,112	$ 518,112(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 17,251(8)
Total	$ 763,262	$ 875,412	$ 598,093	$ 875,412	$1,974,484
Jonathan M. Kemper					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$1,817,000(1)
Bonus	$ —	$ —	$ —	$ —	$ 274,495(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 42,926(3)
Restricted stock awards	$ —	$ 210,887	$ 210,887	$ 210,887	$ 354,753(4)
EICP/CERP	$3,126,758	$3,126,758	$3,126,758	$3,126,758	$3,126,758(5)
Benefits:					
Retirement plan	$ 545,777	$ 545,777	$ 253,650	$ 545,777	$ 545,777(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 61,196(8)
Total	$3,672,535	$3,883,422	$3,591,295	$3,883,422	$6,222,905
Seth M. Leadbeater					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$1,387,500(1)
Bonus	$ —	$ —	$ —	$ —	$ 199,980(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 21,465(3)
Restricted stock awards	$ —	$ 243,007	$ 243,007	$ 243,007	$ 518,940(4)
EICP/CERP	$ 56,586	$ 56,586	$ 56,586	$ 56,586	$ 56,586(5)
Benefits:					
Retirement plan	$ 271,029	$ 271,029	$ 125,961	$ 271,029	$ 271,029(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 46,139(8)
Total	$ 327,615	$ 570,622	$ 425,554	$ 570,622	$2,501,639
Kevin G. Barth					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$1,279,000(1)
Bonus	$ —	$ —	$ —	$ —	$ 189,000(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 17,885(3)
Restricted stock awards	$ —	$ 229,504	$ 229,504	$ 229,504	$ 499,382(4)
EICP/CERP	$ 530,034	$ 530,034	$ 530,034	$ 530,034	$ 530,034(5)
Excise tax reimbursement	$ —	$ —	$ —	$ —	$ 769,204(6)
Benefits:					
Retirement plan	$ 134,814	$ 134,814	$ 62,655	$ 134,814	$ 134,814(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 82,035(8)
Total	$ 664,848	$ 894,352	$ 822,193	$ 894,352	$3,501,354

Executive Benefits and Payments upon Termination	Voluntary Termination	Normal Retirement	Death	Disability	Qualified Termination After a Change in Control
Chuck G. Kim					
Compensation:					
Salary	$ —	$ —	$ —	$ —	$1,275,000(1)
Bonus	$ —	$ —	$ —	$ —	$ 189,000(2)
SARs/option awards	$ —	$ —	$ —	$ —	$ 17,885(3)
Restricted stock awards	$ —	$ 230,491	$ 230,491	$ 230,491	$ 500,279(4)
EICP/CERP	$ 46,791	$ 46,791	$ 46,791	$ 46,791	$ 46,791(5)
Excise tax reimbursement	$ —	$ —	$ —	$ —	$ 759,255(6)
Benefits:					
Retirement plan	$ 137,889	$ 137,889	$ 64,084	$ 137,889	$ 137,889(7)
Post-termination insurance premiums	$ —	$ —	$ —	$ —	$ 83,556(8)
Total	$ 184,680	$ 415,171	$ 341,366	$ 415,171	$3,009,655

(1) Salary is calculated as three times the prior year base salary plus the average bonus for the prior 3 years and is payable upon a qualifying termination.

(2) Bonus amount is the 2007 target annual cash incentive under the EICP and is not prorated.

(3) Under a Change of Control, all unvested SARs and options would become immediately vested. The amount shown is the excess of the market price of our common stock at December 31, 2007 over the exercise price of all unvested SARs and options.

(4) It is assumed that all NEOs are eligible for the special vesting rules as of December 31, 2007. Amounts are based on the prorated vested shares at market price at December 31, 2007.

(5) The payment under the EICP/CERP is the aggregate balance in their deferred compensation plan that is assumed to be paid upon either voluntary termination, retirement, death, disability or a Change in Control.

(6) Under a Change in Control, the Company is required to reimburse the NEO for any excise taxes that may be imposed and any other fees and expenses. It was determined that only Messrs. Barth and Kim would be eligible for such payments.

(7) Benefits payable under the Retirement Plan are assumed to commence at age 65. The benefit upon death is calculated as a portion of the normal benefit.

(8) This amount reflects the net present value of estimated insurance payments to be made by the Company for the NEOs until they reach age 65.

Equity Compensation Plan Information

The following table provides information as of December 31, 2007, with respect to compensation plans under which common shares of Commerce Bancshares, Inc. are authorized for issuance to certain officers in exchange for services provided. These compensation plans include: (1) the Commerce Bancshares, Inc. 2005 Equity Incentive Plan, (2) the Commerce Bancshares, Inc. 1996 Incentive Stock Option Plan, (3) the Commerce Bancshares, Inc. Restricted Stock Plan, (4) the Commerce Bancshares, Inc. Stock Purchase Plan for Non-Employee Directors ("Director Plan") and (5) the Commerce Bancshares, Inc. Executive Incentive Compensation Plan ("EICP"). As of January 1, 2006, all equity based awards were granted pursuant to the 2005 Equity Incentive Plan. All of these compensation plans were approved by the Company's shareholders.

Plan Category	(a) Number of Common Shares to be Issued upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Shares Reflected in Column (a))
Equity compensation plans approved by shareholders	2,954,795(1)	$32.40(2)	3,780,713(3)
Equity compensation plans not approved by shareholders	—	$ —	—
Total	2,954,795	$32.40	3,780,713

(1) Includes an aggregate of 2,864,415 common shares issuable upon exercise of options granted under the equity compensation plans. No shares are considered issuable upon exercise of stock appreciation rights, based on the decline in the fair market value of the common stock from the date the stock appreciation rights were granted. The company has used the fair market value of its common stock at December 31, 2007 for purposes of this calculation. Also included are 90,380 common shares allocated to participants' accounts under the EICP.

(2) Represents the weighted average exercise price of outstanding options under the equity compensation plans.

(3) Includes 3,542,880 common shares remaining available under the 2005 Equity Incentive Plan, 110,961 shares available under the Director Plan, and 126,872 shares under the EICP.

Compensation and Human Resources Committee Interlocks and Insider Participation

During 2007, the Compensation and Human Resources Committee consisted of Messrs. Andrew C. Taylor, Terry O. Meek and W. Thomas Grant, II. All members of the Committee were independent members of the Board of Directors of the Company.

AUDIT COMMITTEE REPORT

The role of the Audit Committee is to assist the Board of Directors in its oversight of the Company's accounting, auditing and financial reporting processes. As noted under the **Corporate Governance and Director Independence** section of this report, the Board of Directors has determined that all members of the Audit Committee are "independent". The Audit Committee operates pursuant to a Charter that was last amended and restated by the Board on January 30, 2004. As set forth in the Charter, management of the Company is responsible for establishing and maintaining the Company's internal control over financial reporting and for preparing the Company's financial statements in accordance with generally accepted accounting principles and applicable laws and regulations. Management is also responsible for conducting an evaluation of the effectiveness of the internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Audit Committee is directly responsible for the compensation, appointment and oversight of KPMG LLP, the independent auditor for the Company. KPMG LLP is responsible for performing an independent audit of the Company's financial statements and expressing an opinion as to their conformity with generally accepted accounting principles. KPMG LLP is also responsible for auditing management's assessment of the effectiveness of the internal control over financial reporting and expressing an opinion as to its overall effectiveness and management's assessment of those controls.

Members of the Audit Committee include Robert H. West (Chairman), James B. Hebenstreit, Benjamin F. Rassieur, III, Thomas A. McDonnell, John R. Capps, and Kimberly G. Walker (appointed February 1, 2008). Mr. West is designated as an "audit committee financial expert" within the meaning of that term as defined by the Securities and Exchange Commission pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. The Audit Committee's responsibility is one of oversight. Members of the Audit Committee rely on the information provided and the representations made to them by: (i) management, which has primary responsibility for establishing and maintaining appropriate internal financial controls over financial reporting, and for Commerce Bancshares, Inc. financial statements and reports and (ii) the external auditor, which is responsible for expressing an opinion that the financial statements have been prepared in accordance with generally accepted accounting principles, that management's assessment that the Company maintained effective internal control over financial reporting is fairly stated, and that the audit of the Company's financial statements by the external auditor has been carried out in accordance with Standards of the Public Company Accounting Oversight Board (PCAOB).

In this context the Audit Committee has considered and discussed the audited financial statements and management's assessment on internal control over financial reporting with management and the independent auditors as of December 31, 2007. The Audit Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standard No. 114, *The Auditor's Communication With Those Charged With Governance*, as currently in effect. Finally, the Audit Committee has received the written disclosures and the letter from KPMG LLP required by Independence Standards Board No. 1, *Independence Discussions with Audit Committees*, as amended by the Independence Standards Board. The Audit Committee has considered the compatibility of non-audit services with the auditors' independence and has discussed with the external auditors their independence.

Based on the reviews and discussions described in this report, and exercising the Audit Committee's business judgment, the Audit Committee recommends to the Board of Directors that the audited financial statements referred to above be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007 to be filed with the Securities and Exchange Commission.

The Audit Committee has selected KPMG LLP as the Company's external auditors for fiscal 2008 and has approved submitting the selection of the independent external auditors for ratification by the shareholders. Audit, audit-related and any permitted non-audit services provided to Commerce Bancshares, Inc. by KPMG LLP are subject to pre-approval by the Audit Committee. All fees paid in 2007 were pre-approved by the Audit Committee.

Submitted By The Audit Committee of the Company's Board of Directors:

Robert H. West, Chairman	James B. Hebenstreit	Benjamin F. Rassieur, III
Thomas A. McDonnell	John R. Capps	Kimberly G. Walker

Pre-approval of Services by the External Auditor

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services provided by the Company's external auditor. Annually the Audit Committee will review and approve the audit services to be performed along with other permitted services including audit-related and tax services to be provided by its external auditor. The Audit Committee may pre-approve certain recurring designated services where appropriate and services for individual projects that do not exceed $25,000.

Proposed engagements that do not meet these criteria may be presented to the Audit Committee at its next regular meeting or, if earlier consideration is required, to one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at the next regular Audit Committee meeting. The Audit Committee will regularly review summary reports detailing all services provided to the Company by its external auditor.

Fees Paid to KPMG LLP

The following is a summary of fees billed by KPMG LLP for professional services rendered during the fiscal years ended December 31, 2007 and 2006:

	2007	2006
Audit fees	$ 795,450	$663,730
Audit related fees	$ 40,750	$ 39,045
Tax fees	$ 266,163	$239,281
All other fees	—	—
Total	$1,102,363	$942,056

The audit fees billed by KPMG LLP are for professional services rendered for the audits of the Company's annual consolidated financial statements and the audit of management's assessment of the effectiveness of internal controls for the fiscal year ended December 31, 2007 and for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for that fiscal year. Audit fees also include audits of several venture capital subsidiaries, a brokerage subsidiary and a mortgage-banking subsidiary, comfort letters, consents and similar services generally provided by the independent registered public accountants, and miscellaneous accounting research and advice provided.

Audit related fees are mainly for services rendered for agreed upon examination procedures relating to the Company's trust operations. Tax fees are for services including both review and preparation of corporate income tax returns and tax consulting services.

PROPOSAL TWO

RATIFICATION OF THE SELECTION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2008

Pursuant to the Sarbanes-Oxley Act of 2002, the Audit Committee of the Company is responsible for the selection and approval of the Company's independent registered public accountants for the purpose of the examination and audit of the Company's financial statements for 2008. The Audit Committee has also adopted a procedure for the pre-approval of non-audit services. The Audit Committee has selected and the Board of Directors has ratified the selection of KPMG LLP as the firm to conduct the audit of the financial statements of the Company and its subsidiaries for 2008. This selection is presented to the shareholders for ratification; however, the failure of the shareholders to ratify the selection will not change the engagement of KPMG LLP for 2008. The Audit Committee will consider the vote of the shareholders for future engagements. Representatives of KPMG LLP are expected to be present at the Annual Meeting and will be available to respond to appropriate questions. The representatives will also be provided an opportunity to make a statement.

The Board of Directors Recommends a Vote *FOR* Ratification of the Selection of KPMG LLP as the Independent Registered Public Accounts for 2008

PROPOSAL THREE

SHAREHOLDER PROPOSAL REQUESTING NECESSARY STEPS TO CAUSE THE ANNUAL ELECTION OF ALL DIRECTORS

The following proposal has been validly submitted by Mr. Gerald R. Armstrong, a shareholder of the Company. As of the record date, Mr. Armstrong owned 276 shares of Company stock. Mr. Armstrong's mailing address is 820 Sixteenth Street, No. 705, Denver, Colorado 80202-3277. His telephone number is 303-355-1199.

RESOLUTION

That the shareholders of COMMERCE BANCSHARES, INC. request its Board of Directors to take the steps necessary to eliminate classification of terms of its Board of Directors to require that all Directors stand for election annually. The Board declassification shall be completed in a manner that does not affect the unexpired terms of the previously-elected Directors.

STATEMENT

The proponent believes the election of directors is the strongest way that shareholders influence the directors of any corporation. Currently, our board of directors is divided into three classes with each class serving three-year terms. Because of this structure, shareholders may only vote for one-third of the directors each year. This is not in the best interest of shareholders because it reduces accountability.

U. S. Bancorp, Associated Banc-Corp, Piper-Jaffray Companies, Fifth-Third Bancorp, Pan Pacific Retail Properties, Qwest Communications International, Xcel Energy, Greater Bay Bancorp, North Valley Bancorp, Pacific Continental Corporation, Regions Financial Corporation, CoBiz Financial Inc., Marshall & Illsley Corporation, and Wintrust Financial, Inc. are among the corporations electing directors annually because of the efforts of the proponent.

The performance of our management and our Board of Directors is now being more strongly tested due to economic conditions and the accountability for performance must be given to the shareholders whose capital has been entrusted in the form of share investments.

A study by researchers at Harvard Business School and the University of Pennsylvania's Wharton School titled "Corporate Governance and Equity Prices" (Quarterly Journal of Economics, February, 2003), looked at the relationship between corporate governance practices (including classified boards) and firm performance. The study found a significant positive link between governance practices favoring shareholders (such as annual directors election) and firm value.

While management may argue that directors need and deserve continuity, management should become aware that continuity and tenure may be best assured when their performance as directors is exemplary and is deemed beneficial to the best interests of the corporation and its shareholders.

The proponent regards and unfounded the concern expressed by some that annual election of all directors could leave companies without experienced directors in the event that all incumbents are voted out by shareholders. In the unlikely event that shareholders do vote to replace all directors, such a decision would express dissatisfaction with the incumbent directors and reflect a need for change.

If you agree that shareholders may benefit from greater accountability afforded by annual election of all directors, please vote "**FOR**" this proposal.

MANAGEMENT STATEMENT IN OPPOSITION TO SHAREHOLDER PROPOSAL

The Board of Directors recommends a vote **AGAINST** this proposal that asks the Board to take the steps necessary to declassify the Board of Directors and require that all Directors stand for election annually. The Company's Board currently consists of twelve Directors divided into three classes consisting of four Directors per class. One class is elected at each annual meeting of the shareholders for a three year term. The classified Board provision is found in the Articles of Incorporation that were adopted in 1966. In support of its opposition, the Board offers the following reasons to vote **AGAINST** the proposal:

The incorporators of the Company recognized the value of providing for the continuity of leadership. That view is even more profound today with the multiple challenges and opportunities that confront financial institutions. Good corporate planning and initiatives are strategic in nature and often require several years to implement and realize results. The proponent would have you believe that it is in the best interests of shareholders to elect or replace the entire Board each year, including those Directors who also serve as executives of the Company. Such an outcome would be disruptive, if not disastrous, to corporate planning and the long term stability of the Company. A classified Board insures that there is some continuity of leadership. Even with a classified Board, shareholders have the ability to elect a majority of the Board within two consecutive annual meetings. Two annual meetings could occur within as little as a twelve month period. That ability provides shareholders with considerable influence over the affairs of the Company and holds the Directors accountable for their actions.

A classified Board also protects the Company and you its shareholders from the coercive tactics employed by those that seek hostile takeovers. Without classification, those with hostile intent and no concern for current shareholders could obtain control of the Board at one annual meeting. A classified Board prevents such action and enables the Board, if so desired and in the best interests of shareholders, to negotiate at arm's length the most favorable terms for the Company's shareholders. The Board feels that this protection and the leverage it provides are necessary to protect the shareholders and create real shareholder value.

The proponent's statement lists corporations that proponent maintains de-classified their Boards because of proponent's efforts. The Board has not verified that statement to be true. However, the Board feels strongly that what may be appropriate for one company is not appropriate for all. This "one size fits all" view does not take into account the differences among companies and their management. Shareholders must look at the history and performance of a company and its record of providing shareholder value. Commerce Bancshares has an excellent record of providing shareholder value. For example, the Board has increased cash dividends each year for 40 consecutive years and has declared 5% stock dividends for fourteen straight years. Those actions and the share repurchase plan adopted by the Board provide real value for shareholders.

The proponent also suggests that there is a positive link between governance practices and firm value. The Board does not disagree with that suggestion. As of February 1, 2008, the Company has a Corporate Governance Quotient ("CGQ®"), as measured by Institutional Shareholder Services, of 89.6% of all Russell 3000 companies and 92% of all banking companies. These positive CGQ® scores, as measured by one of the leading companies in the field, and the past performance of the Company, reflect the attention the Board gives to corporate governance and the creation of shareholder value.

Lastly, the Board wants to assure shareholders that it is well aware of the fiduciary duties of care and loyalty owed to the Company and its shareholders. Those duties exist regardless of the Director's term or election. Recognition and adherence to those duties provide the highest form of accountability of the Directors to the Company and its shareholders.

Approval of this shareholder proposal requires the affirmative vote of a majority of all the votes cast on the matter at the Annual Meeting. Abstentions will be treated as votes against this proposal and broker non-votes will be treated as not entitled to vote and have no effect on the outcome.

The Board of Directors Recommends a Vote *AGAINST* the Shareholder Proposal Requesting Necessary Steps to Cause the Annual Election of All Directors. Proxies Received Will Be Voted *AGAINST* the Shareholder Proposal Unless Stockholders Specify Otherwise in the Proxy

OTHER MATTERS

The management does not know of any matter or business to come before the meeting other than that referred to in the notice of meeting but it is intended that, as to any such other matter or business, the person named in the accompanying proxy will vote said proxy in accordance with the judgment of the person or persons voting the same.

ELECTRONIC ACCESS TO PROXY STATEMENT AND ANNUAL REPORT

This proxy statement and the 2007 annual report are available on the Company's Internet site at http://www.commercebank.com/ir. Most Shareholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail.

Shareholders of record can choose this option and save the Company the cost of producing and mailing these documents by logging on to the sign-up website at www.Computershare.com/us/ecomms and filling out the online consent form. Employees holding shares through the Company's Participating Investment Plan may sign-up by logging on to the sign-up website http://www.econsent.com/cbsh and filling out the online consent form. Shareholders who choose to view future proxy statements and annual reports over the Internet will receive an e-mail message next year from the Company with instructions containing the Internet address of those materials. The election may be withdrawn at any time by accessing your account on the website and changing the election. Shareholders do not have to elect Internet access each year.

Shareholders who hold their Company stock through a bank, broker or other holder of record, should refer to the information provided by that entity for instructions on how to elect to view future proxy statements and annual reports over the Internet.

By Order of the Board of Directors

J. Daniel Stinnett

J. DANIEL STINNETT
Secretary

March 12, 2008