

BURIK JEFFREY M.  
Form 4  
January 30, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BURIK JEFFREY M.

2. Issuer Name and Ticker or Trading Symbol  
COMMERCE BANCSHARES INC /MO/ [CBSH]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
1000 WALNUT STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

KANSAS CITY, MO 64106  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/28/2019		F	1,383 D \$ 61.11	20,537	D	
Common Stock					3,044	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURIK JEFFREY M. 1000 WALNUT STREET KANSAS CITY, MO 64106			Senior Vice President	

## Signatures

by: Jeffery D. Aberdeen for Jeffrey M. Burik  
Date: 01/30/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 25, 2002. During the two most recent fiscal years and through November 25, 2002, the Registrant has not consulted with Semple & Cooper regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Registrant's consolidated financial statements; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304(a)(1)(v) of Regulation S-K. 27 PART III ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT The Company's Board of Directors consists of five people. All Directors hold offices until the next annual meeting at which time there is an election for their successors. POSITION WITH NAME AGE COMPANY ---- - - - - - Gaylen M. Brotherson 63 President, CEO, Chairman of the Board, Director Judy K. Brotherson 55 Vice-President, Secretary, Director Edward E. Wilczewski 63 Director Keith A. Cannon 63 Director Michael Brady 62 Director Gaylen and Judy Brotherson are husband and wife. No other family relationship exists between the Directors or the executive officers. THE BUSINESS EXPERIENCE OF EACH OF THE COMPANY'S DIRECTORS IS AS FOLLOWS: Gaylen Brotherson, 63, became President, CEO,

Chairman of the Board, and Director of the Company in November 1995. He was the founder of Mechanical Breakdown Administrators, Inc. Mr. Brotherson served in the United States Navy. In 1960, he received his life, health and accident licenses as well as his property and casualty license. Presently, he is licensed as an insurance agent in 27 states. He has been in the vehicle service contract business since 1974. Since 1984 he has been actively involved in marketing and administering mechanical breakdown insurance policies and VSCs under Mechanical Breakdown Administrators, Inc. Also, Mr. Brotherson serves on the Board of Directors of Bank USA, in Phoenix, AZ. Judy Brotherson, 55, has been Vice-President, Secretary and Director of the Company since November 1995. Mrs. Brotherson is a graduate of Creighton University. Since 1975, she has worked primarily in family owned businesses. She holds insurance licenses in approximately 32 states. She was one of the chief designers of the M.B.A. software management system. She has been working at M.B.A. since 1989 primarily involved in overseeing the finance and data-entry departments. Edward Wilczewski, 63, has been a Director of the Company since June 1998. Mr. Wilczewski served in the Navy for six years. Mr. Wilczewski is a graduate of the University of Omaha. Primarily for the past thirty years including the present time, he has owned and operated The Charter Group of Arizona, a real estate development company. His company has developed various real estate projects ranging from single-family homes to apartment complexes. Keith Cannon, 63, has been a Director of the Company since December 2000. Mr. Cannon is a graduate of the University of Utah. Primarily for the past thirty years including the present time, he has worked in the securities industries. Currently, he is the Branch Manager at Wilson-Davis & Co. where he supervises the trading with a variety of domestic and international clients. In addition, Mr. Cannon is a Director of two other public companies, which are unrelated to M.B.A. Holdings, Inc. or its subsidiaries. They are the Montgomery Realty Group, Inc. and On-Point Technology Systems, Inc. Michael Brady, 62, has been a Director of the Company since December 2000. Mr. Brady is a graduate of Creighton University. For the last 35 years, he has been a lawyer and business person operating domestically and internationally. Specifically, for the last several years, he has been the Chairman of the European Trade Link Company, which is an international distribution company. Also, he is the President of Vandermaal/Brady International Inc., which is a US based international consulting company. From July 1998 to December 1999, he served as the Chairman of American Bantrust Mortgage Services Corp., which is a US based mortgage-banking company. From 1997 to August 1999, he served on the Board of Directors of Modis Training Technologies Inc., which was a US based semiconductor training company. From 1990 to 1996, he started as the Chief Legal Counsel and became the Chief Executive Officer of Metrol Security Services Inc., which was a US based multi-state full service burglar, fire alarm installation and monitoring company.

28 OTHER EXECUTIVE OFFICERS AND KEY EMPLOYEES Dennis M. O'Connor, 63, is the Chief Financial Officer. He joined the Company in November of 2001 as a consultant and entered the full time employ of the Company in June 2002. Prior to joining the Company, Mr. O'Connor worked for more than forty years in various financial leadership positions. Mr. O'Connor was educated at Canisius College , Buffalo, NY where he received a Bachelor of Science degree and Master of Business Administration degree. Mr. O'Connor is a Certified Public Accountant. Michael Gannon, 46, is the Information Systems Manager. He is a graduate of Devry Technical Institute. Mr. Gannon has been employed by the Company since January 1995. He has helped develop M.B.A.'s integrated computer system to serve all customer service, claims, data entry, and sales functions for all the different products M.B.A. offers.

ITEM 11. EXECUTIVE COMPENSATION The following table provides the annual and other compensation of the Chief Executive Officer and any other employee who qualifies under Regulation S-K section 229.402 for the years ended October 31, 2000, 2001 and 2002.

ANNUAL COMPENSATION	LONG-TERM COMPENSATION	RESTRICTED STOCK	STOCK OPTION (shares)	NAME OF PRINCIPAL POSITION	YEAR	SALARY	BONUS
Other (1) awards				Gaylen M. Brotherson	2000	50,000	\$100,000
				Judy K. Brotherson	2000	50,000	100,000
				Michael Gannon	2000	50,000	6,551
				Dennis M. O'Connor	2001	50,000	21,894
				Gaylen M. Brotherson	2002	50,000	14,173

Other Annual Compensation are an auto lease paid for Gaylen Brotherson in fiscal 2000, 2001 and 2002, auto insurance for Gaylen Brotherson in fiscal 2000, 2001 and 2002, auto insurance for Judy Brotherson in fiscal 2000, 2001 and 2002, and life insurance premiums for Gaylen Brotherson and Judy Brotherson in years 2000, 2001 and 2002.

OPTION GRANTS IN LAST FISCAL YEAR None

29 OTHER INCENTIVES AND COMPENSATION The Company does not have a formal stock option plan. Currently, stock options are granted by the Board of Directors. At October 31, 2002, there were only two employees, Gaylen Brotherson and Judy Brotherson, who had stock options. All options are exercisable. Below is a summary of existing options.

Number of Strike	Expiration	Name	Shares	Price
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Date ----- Gaylen Brotherson 33,334 \$ 2.25 2/15/06 25,000 1.20 10/31/08 1,667 1.20 10/31/08  
 Judy Brotherson 100,000 0.94 6/1/08 20,000 1.05 9/30/08 5,000 1.05 10/31/08 In addition, per the Board of Directors' resolution dated February 15, 1996, Gaylen Brotherson receives an option to purchase 1,667 shares at 80% of the stock's fair market value for each \$5,000,000 increase in sales after \$25,000,000 on the date the sales goals are reached. Per the Board of Directors' resolution dated June 1, 1998, Judy Brotherson receives an option to purchase 5,000 shares at 70% of the stock's fair market value for each \$5,000,000 increase in sales after \$25,000,000 on the date the sales goals are reached. These options will expire ten years from the grant date. ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT. The following table sets forth information as of October 31, 2002 concerning shares of Common Stock with \$.001 par value, the Company's only voting securities. This table includes all beneficial owners who own more than 5% of the outstanding voting securities, each of the Company's directors by each person who is known by the Company to own beneficially more than 5% of the outstanding voting securities of the Company, and by the Company's executive officers and directors as a group. NAME AND ADDRESS AMOUNT AND NATURE TITLE OF CLASS OF BENEFICIAL OWNER OF BENEFICIAL OWNER PERCENT OF CLASS ----- Common Stock Gaylen Brotherson 878,615 shares (1) 44.4% 9419 E. San Salvador Suite 105 Scottsdale, AZ 85258 Common Stock Judy Brotherson 801,301 shares (1) 40.5% 9419 E. San Salvador Suite 105 Scottsdale, AZ 85258 Common Stock CEDE & Co 219,928 11.1% Box 220 Bowling Green Station New York, NY 10274 Common Stock All Directors and 1,679,916 shares 84.8% Executive Officers as a Group (five people) (1) This amount represents shares owned and excludes the 60,001 options to purchase common stock for Gaylen Brotherson and the 125,000 options to purchase common stock for Judy Brotherson. If these options were exercised by Gaylen Brotherson and Judy Brotherson, then their percentage of ownership would change to 43.4% and 42.8%, respectively (see Item 6. Executive Compensation). 30 ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS The Company leases its office space from Cactus Partnership. The managing partner of Cactus Partnership is Gaylen Brotherson, the Chief Executive Officer. Rent expense for this office space was,274,000 , \$248,000 and \$237,000 for the years ended October 31, 2002, 2001, and 2000, respectively. The Company signed a new lease with the affiliated entity on January 1, 1999. This new lease expires on December 31, 2003. During August 2000, the Company loaned 1st Defense Industries \$78,252. The owner of 1st Defense Industries is Gaylen Brotherson, the Chief Executive Officer. The loan is for five years and has an interest rate of 5% with interest only payments for the first five years. During fiscal 2000, 1st Defense paid the Company \$647.31 which was recorded in interest income. In October 2000, Cactus Partnership purchased the loan from the Company in lieu of rent. At October 31, 2000 the loan due from 1st Defense Industries equaled \$0. PART IV ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K. (a) Exhibit Index Exhibit 99.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Exhibit 99.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 Exhibit 99.3 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Exhibit 99.4 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (b) Reports on Form 8-K Form 8-K Current Report was filed September 16, 2002. This Current Report contained the sworn statements of Gaylen M. Brotherson, Chief Executive Officer and Dennis M. O'Connor, Chief Financial Officer in the form specified by the Securities and Exchange Commission. Form 8-K Current Report was filed October 23, 2002 and amended October 30, 2002. This Current Report disclosed that Deloitte & Touche, LLP had declined to stand for re-election. The Current Report stated that the last two years reports did not contain an adverse opinion, that there were no disagreements on any matters of accounting principles or practices, financial statement disclosure or auditing scope of procedure. From 8-K Current Report was filed November 27, 2002. This Current Report stated that the firm Semple & Cooper, LLP has been engaged as the principal accountants of the Company. The following documents are filed as part of this report under Part II Item 8: Reference is made to the Index to Financial Statements and Financial Statement Schedules included in Item 9 of Part II hereof, where such documents are listed. 31 SIGNATURES Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized. MBA Holdings, Inc. By: /s/ Gaylen M. Brotherson Dated: January 22, 2003 ----- Gaylen Brotherson Chairman of the Board and Chief Executive Officer By: /s/ Dennis

M. O'Connor Dated: January 22, 2003 ----- Dennis M. O'Connor, Chief Financial Officer 32