Registration Statement No. 333-44497

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CASS COMMERCIAL CORPORATION

(Exact name of Registrant as specified in its charter)

Missouri

43-1265338

(State of incorporation)

I.R.S. Employer Identification No.

13011 Hollenberg Drive, Bridgeton, Missouri 63044

(Address of Principal Executive Offices) (Zip Code)

1995 PERFORMANCE-BASED STOCK OPTION PLAN

(Full title of the plan)

Lawrence A. Collett Chairman - Chief Executive Officer Cass Commercial Corporation 13011 Hollenberg Drive

Bridgeton, Missouri 63044

(Name and address of agent for service)

(314) 506-5500

(Telephone number, including area code, of agent for service)

Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS. The following updated Exhibit is filed as a part of this Registration Statement:

EXHIBIT DESCRIPTION

4.3 1995 Performance-Based Stock Option Plan, as amended to January 19, 1999, including forms of Option Agreements, incorporated by reference to Exhibit 4.3 to Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 33-91568

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on February 10, 1999.

CASS COMMERCIAL CORPORATION

By: /s/LAWRENCE A. COLLETT

Lawrence A. Collett Chairman of the Board -Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities indicated on February 10, 1999.

Director

Robert J. Bodine

Director

Bryan Chappell

/s/THOMAS J. FUCOLORO Director

Thomas J. Fucoloro

/s/HARRY J. KRIEG Director

Harry J. Krieg

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Howard A. Kuehner	Director
/s/JAKE NANIA Jake Nania	Director
	Director

Director

A.J. Signorelli

Irving A. Shepard

/s/JOHN J. VALLINA Director

John J. Vallina

/s/BRUCE E. WOODRUFF Director

Bruce E. Woodruff

By: /s/LAWRENCE A. COLLETT

Lawrence A. Collett Attorney-in-fact

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