

COMMERCE BANCORP INC /NJ/  
Form 4  
February 29, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
DIFLORIO DENNIS M

2. Issuer Name and Ticker or Trading Symbol  
COMMERCE BANCORP INC /NJ/  
[CBH]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2008

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

COMMERCE BANCORP  
INC, 1701 ROUTE 70 EAST  
  
(Street)

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

CHERRY HIL, NJ 08034

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 02/28/2008                           |  | M                              |   | 58,829  | A  | \$ 10.92                                   |
| Common Stock                    | 02/28/2008                           |  | M                              |   | 200,208   | A  | \$ 9.64                                    |
| Common Stock                    | 02/28/2008                           |  | M                              |   | 193,392   | A  | \$ 15.3                                    |
| Common Stock                    | 02/28/2008                           |  | M                              |   | 145,016   | A  | \$ 20.06                                   |
| Common Stock                    | 02/28/2008                           |  | M                              |   | 140,656   | A  | \$ 21.4                                    |
|                                 |                                      |  |                                |   |   |  | 358,788                                    |
|                                 |                                      |  |                                |   |   |  | 558,996                                    |
|                                 |                                      |  |                                |   |   |  | 752,388                                    |
|                                 |                                      |  |                                |   |   |  | 867,404                                    |
|                                 |                                      |  |                                |   |   |  | 1,038,060                                  |

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|              |            |   |         |   |          |                       |   |   |
|--------------|------------|---|---------|---|----------|-----------------------|---|---|
| Common Stock | 02/28/2008 | S | 738,101 | D | \$ 38.56 | 299,959               | D |   |
| Common Stock |            |   |         |   |          | 0                     | I | Dennis DiFlorio Charitable Remainder Unitrust |
| Common Stock |            |   |         |   |          | 10,254 <sup>(1)</sup> | I | 401(k)  |
| Common Stock |            |   |         |   |          | 37,230 <sup>(1)</sup> | I | 401(k) Allocation                             |

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

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(9-02)

**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount of Number of Shares |
| Right to Buy <sup>(2)</sup>                | \$ 10.92   | 02/28/2008                           |  | M                              | 58,829  | 12/15/1999   | 12/15/2008  | Common Stock | 58,829                     |
| Right to Buy <sup>(2)</sup>                | \$ 9.64  | 02/28/2008                           |  | M                              | 200,208   | 12/21/2000   | 12/21/2009  | Common Stock | 200,208                    |
| Right to Buy <sup>(2)</sup>                | \$ 15.3  | 02/28/2008                           |  | M                              | 193,392   | 01/31/2002   | 01/31/2011  | Common Stock | 200,000                    |
| Right to Buy <sup>(2)</sup>                | \$ 20.06   | 02/28/2008                           |  | M                              | 145,016   | 02/04/2003   | 02/04/2012  | Common Stock | 150,000                    |
| Right to Buy <sup>(2)</sup>                | \$ 21.4  | 02/28/2008                           |  | M                              | 140,656   | <sup>(3)</sup>   | 02/18/2013  | Common Stock | 150,000                    |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DIFLORIO DENNIS M  
COMMERCE BANCORP INC  
1701 ROUTE 70 EAST  
CHERRY HIL, NJ 08034

President

## Signatures

Dennis M.  
DiFlorio

02/29/2008

\*\*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).
- (1) Reflects 401(k) Allocations that have occurred since the date of the reporting person's last ownership report.
  - (2) Granted under the Company's 1997 Employee Stock Option Plans, which are 16b-3 plans.
  - (3) Under the original terms, the stock options were exercisable in 25% increments on the 1st, 2nd, 3rd and 4th anniversaries of the grant date. In December 2005, the Board of Directors accelerated all unvested stock options to become immediately exercisable.

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