

COMMERCE BANCORP INC /NJ/
Form 4
February 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
SCHWARTZ WILLIAM A JR

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)

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

U.S. VISION, PO BOX 124

01/18/2008

(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

GLENDORA, NJ 08029

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/14/2008		M		41,336	\$ 10.15	A 86,901 ⁽¹⁾ D
Common Stock	02/14/2008		M		6,300	\$ 10.92	A 93,201 D
Common Stock	02/14/2008		M		6,300	\$ 9.64	A 99,501 D
Common Stock	02/14/2008		M		12,000	\$ 15.3	A 111,501 D
Common Stock	02/14/2008		M		10,000	\$ 20.06	A 121,501 D

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Common Stock	02/14/2008	M	10,000	A	\$ 21.4	131,501	D
Common Stock	02/14/2008	M	10,000	A	\$ 29.45	141,501	D
Common Stock	02/14/2008	M	7,500	A	\$ 31.38	149,001	D
Common Stock	02/14/2008	M	1,875	A	\$ 36.37	150,876	D
Common Stock	02/14/2008	S	105,311	D	\$ 37.36	45,565	D

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

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SEC 1474
(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 or Number of Shares
Right to Buy ⁽²⁾	\$ 10.15	02/14/2008		M		41,336		06/29/1999	06/29/2008	Common Stock	41,336
Right to Buy ⁽²⁾	\$ 10.92	02/14/2008		M		6,300		01/19/2000	01/19/2009	Common Stock	6,300
Right to Buy ⁽²⁾	\$ 9.64	02/14/2008		M		6,300		12/21/2000	12/21/2009	Common Stock	6,300
Right to Buy ⁽²⁾	\$ 15.3	02/14/2008		M		12,000		01/31/2002	01/31/2011	Common Stock	12,000
Right to Buy ⁽²⁾	\$ 20.06	02/14/2008		M		10,000		02/04/2003	02/04/2012	Common Stock	10,000
Right to Buy ⁽²⁾	\$ 21.4	02/14/2008		M		10,000		⁽³⁾	02/18/2013	Common Stock	10,000
Right to Buy ⁽²⁾	\$ 29.45	02/14/2008		M		10,000		⁽³⁾	02/03/2014	Common Stock	10,000

Right to Buy <u>(2)</u>	\$ 31.38	02/14/2008		M	7,500	<u>(3)</u>	03/08/2015	Common Stock	7,500
Right to Buy <u>(2)</u>	\$ 36.37	02/14/2008		M	1,875	<u>(4)</u>	03/14/2016	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ WILLIAM A JR U.S. VISION PO BOX 124 GLEN DORA, NJ 08029		X		

Signatures

William
Schwartz, Jr. 02/19/2008

**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) Includes 145 shares acquired on 1/18/08 under the Company's Dividend Reinvestment Plan.
- (2) Granted under the Company's 1989 & 1998 Non-Employee Directors' 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.
- (4) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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.