

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
 Officer (give title below)
____ 10% Owner
____ 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 or Price		
Common Stock	02/28/2008		M		58,829 A \$ 10.92	358,788	D
Common Stock	02/28/2008		M		200,208 A \$ 9.64	558,996	D
Common Stock	02/28/2008		M		193,392 A \$ 15.3	752,388	D
Common Stock	02/28/2008		M		145,016 A \$ 20.06	867,404	D
Common Stock	02/28/2008		M		140,656 A \$ 21.4	1,038,060	D

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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 ⁽¹⁾	I	401(k)
Common Stock						37,230 ⁽¹⁾	I	401(k) Allocation

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

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

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.