

RAGONE DANIEL J
Form 4
November 29, 2004

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 *
RAGONE DANIEL J

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)

RAGONE, RAILBLE, LACATENA
& BEPPLE, 76 EUCLID AVE.

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

11/23/2004

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

(Street)

HADDONFIELD, NJ 08033

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

(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	(A) or (D)	Price
Common Stock	11/23/2004		S		2,000	D	\$ 60.25
Common Stock					59,052	D	
Common Stock					18,837	I	IRA
Common Stock					39,014	I	Wife
Common Stock					9,910	I	Wife-DRIP
Common Stock					1,230	I	Wife-IRA

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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 or Number of Shares
Right to Buy ⁽¹⁾	\$ 20.3					06/29/1999	06/29/2008	Common Stock	46,852 ⁽⁵⁾
Right to Buy ⁽¹⁾	\$ 21.84					01/19/2000	01/19/2009	Common Stock	3,150
Right to Buy ⁽¹⁾	\$ 19.28					12/21/2000	12/21/2009	Common Stock	3,150
Right to Buy ⁽¹⁾	\$ 30.6					01/31/2002	01/31/2011	Common Stock	6,000
Right to Buy ⁽¹⁾	\$ 40.12					02/04/2003	02/04/2012	Common Stock	5,000
5.95% Conv Trust Pref Sec of Commerce Cap Trust II	⁽²⁾					⁽²⁾	03/11/2032 ⁽²⁾	Common Stock	1,895
Right to Buy ⁽¹⁾	\$ 42.8 ⁽³⁾					⁽³⁾	02/18/2013	Common Stock	5,000
Right to Buy ⁽¹⁾	\$ 58.9 ⁽⁴⁾					⁽³⁾	02/18/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RAGONE DANIEL J
RAGONE, RAILBLE, LACATENA & BEPPLE X
76 EUCLID AVE.
HADDONFIELD, NJ 08033

Signatures

Daniel J. 11/29/2004
Ragone

**Signature of Date
Reporting Person

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) Granted under the company's 1989 and 1998 Stock Option Plans for Non-Employee Directors, which are each 16b-3 Plans.
Each 5.95% Convertible Trust Preferred Security is convertible at any time on or after the occurrence of certain events described below and prior to 5:00 p.m., New York City time, on the business day immediately preceding the date of repayment of such preferred security,
- (2) whether at stated maturity (i.e. March 11, 2032) or upon redemption, at the option of the holder thereof, into shares of Commerce Bancorp, Inc.'s common stock at an initial conversion ratio of 0.9478 shares of Commerce Bancorp, Inc. common stock for each preferred security, subject to adjustment under certain circumstances.
- (3) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date, 2/18/03.
- (4) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date, 2/3/04.
- (5) Clerical error

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.