

COMMERCE BANCORP INC /NJ/
Form 4
March 10, 2005

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 *
FALESE ROBERT D

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)
10/22/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Comm & Inv Banking

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 HILL, 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 or Disposed of (A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/22/2004 | | G ⁽¹⁾ | V 20,000 D \$ 0 | 0 ⁽²⁾ | D | |
| Common Stock | 11/03/2004 | | G ⁽¹⁾ | V 18,000 D \$ 0 | 242,808 ⁽²⁾ | D | |
| Common Stock | | | | | 3,508 ⁽²⁾ | I | By Wife |
| Common Stock | | | | | 404 ⁽²⁾ | I | By Wife - IRA |
| Common Stock | | | | | 20,566 ⁽²⁾ | I | ESOP Allocation |

| | | | | | | | | (3) |
|--------------|------------|------------------|--------|---|------|-----------------------|---|---------------------|
| Common Stock | 10/22/2004 | G ⁽¹⁾ | 20,000 | A | \$ 0 | 0 ⁽²⁾ | I | A&R Foundation |
| Common Stock | 11/03/2004 | G ⁽¹⁾ | 18,000 | A | \$ 0 | 38,000 ⁽²⁾ | I | A&R Foundation |
| Common Stock | | | | | | 1,606 ⁽²⁾ | I | 401k ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 ⁽⁵⁾ | \$ 31.38 | 03/08/2005 | | A | 100,000 | ⁽⁶⁾ 03/08/2015 | Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FALESE ROBERT D COMMERCE BANCORP, INC. 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034 | X | | President, Comm & Inv Banking | |

Signatures

Robert D. Falese, Jr. 03/10/2005

**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) G(1) Transfer of shares to foundation
- (2) Reflects the company's two-for-one stock split, in the form of a 100% stock dividend, that was declared on February 15, 2005 and effective March 7, 2005.
- (3) Reflects ESOP Allocations that have occurred since the date of the reporting person's last ownership report.
- (4) Includes shares acquired under the company's Dividend Reinvestment Plan.
- (5) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (6) 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.

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