

COMMERCE BANCORP INC /NJ/
Form 4
October 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 *
VIDEON FRANK C

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)
10/28/2004

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

FRANK C VIDEON FUNERAL HOME, SPROUL & LAWRENCE ROADS

(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

BROOMALL, PA 19008

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 51,213 | D | |
| Common Stock | | | | | 18,489 | I | Wife |
| Common Stock | | | | | 16,066 | I | Videon Chrysler Profit Sharing Plan |
| Common Stock | | | | | 9,287 | I | Videon Chevrolet |

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock | | 10/28/2004 | | S | 2,900 D | \$ 58.24 28,616 I | Profit Sharing Plan Videon Dodge Profit Sharing Plan |
| Common Stock | | | | | | 29,035 I | Videon Grandchildren Trust |
| Common Stock | | | | | | 4,327 I | Videon Funeral Home Profit Sharing Plan |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| <u>Right to Buy (1)</u> | \$ 5.82 | 06/20/1995 | | A | 1,590 | 06/20/1996 06/20/2005 | Common Stock 1,590 |
| <u>Right to Buy (1)</u> | \$ 7.72 | 06/18/1996 | | A | 1,516 | 06/18/1997 06/18/2006 | Common Stock 1,516 |
| <u>Right to Buy (1)</u> | \$ 12.82 | 06/17/1997 | | A | 2,890 | 06/17/1998 06/17/2007 | Common Stock 2,890 |
| <u>Right to Buy (1)</u> | \$ 20.3 | 06/29/1998 | | A | 11,020 | 06/29/1999 06/29/2008 | Common Stock 11,020 |
| <u>Right to Buy (1)</u> | \$ 21.84 | 01/19/1999 | | A | 3,150 | 01/19/2000 01/19/2009 | Common Stock 3,150 |
| <u>Right to Buy (1)</u> | \$ 19.28 | 12/21/1999 | | A | 3,150 | 12/21/2000 12/21/1999 | Common Stock 3,150 |
| | \$ 30.6 | 01/31/2001 | | A | 6,000 | 01/31/2002 01/31/2011 | Common Stock 6,000 |

| | | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|--|-----------------|-----|
| Right to Buy <u>(1)</u> | | | | | | | | Common Stock | |
| 5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II | <u>(2)</u> | | | | <u>(2)</u> | 03/11/2032 | | Common Stock | 1,8 |
| 5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II | <u>(2)</u> | | | | <u>(2)</u> | 03/11/2032 | | Common Stock | 1,8 |
| 5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II | <u>(2)</u> | | | | <u>(2)</u> | 03/11/2032 | | Common Stock | 3,7 |
| Right to Buy <u>(1)</u> | \$ 40.12 | 02/04/2002 | A | 5,000 | 02/04/2003 | 02/04/2012 | | Common Stock | 5,0 |
| Right to Buy <u>(1)</u> | \$ 42.8 | 02/18/2003 | A | 5,000 | <u>(3)</u> | 02/18/2013 | | Common Stock | 5,0 |
| Right to Buy <u>(1)</u> | \$ 58.9 | 02/03/2004 | A | 5,000 | <u>(3)</u> | 02/03/2014 | | Common Stock | 5,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VIDEON FRANK C FRANK C VIDEON FUNERAL HOME SPROUL & LAWRENCE ROADS BROOMALL, PA 19008 | X | | | |

Signatures

Frank C.
Videon, Sr. 10/29/2004

**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) Granted under the Company's 1989, and 1998 Stock Option Plans for Non-Employee directors, which are 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.

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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