

COMMERCE BANCORP INC /NJ/  
Form 4  
February 26, 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 \*  
MUSUMECI PETER M 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)  
02/22/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2008		M		100,000	A	\$ 15.3
Common Stock	02/22/2008		M		80,000	A	\$ 20.06
Common Stock	02/22/2008		M		80,000	A	\$ 21.4
Common Stock	02/22/2008		M		80,000	A	\$ 29.45
Common Stock	02/22/2008		M		50,000	A	\$ 31.38

Common Stock	02/22/2008	S	390,000	D	\$ 37	418,613	D	
Common Stock						15,350	I	Musumeci Foundation
Common Stock						63,006	I	401(k) Allocation

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 Number of Shares
Right to Buy <sup>(1)</sup>	\$ 15.3	02/22/2008		M	100,000	01/31/2002 01/31/2011	Common Stock 100,000
Right to Buy <sup>(1)</sup>	\$ 20.06	02/22/2008		M	80,000	02/04/2003 02/04/2012	Common Stock 80,000
Right to Buy <sup>(1)</sup>	\$ 21.4	02/22/2008		M	80,000	<sup>(2)</sup> 02/18/2013	Common Stock 80,000
Right to Buy <sup>(1)</sup>	\$ 29.45	02/22/2008		M	80,000	<sup>(2)</sup> 02/03/2014	Common Stock 80,000
Right to Buy <sup>(1)</sup>	\$ 31.38	02/22/2008		M	50,000	<sup>(2)</sup> 03/08/2015	Common Stock 50,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MUSUMECI PETER M JR  
COMMERCE BANCORP INC  
1701 ROUTE 70 EAST  
CHERRY HIL, NJ 08034

Executive Vice President

## Signatures

Peter M.  
Musumeci, Jr.

02/26/2008

\*\*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) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
  - (2) 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.