COMMERCE BANCORP INC /NJ/

Form 4

February 29, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

3235-0287

0.5

January 31, 2005

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DIFLORIO DENNIS M**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COMMERCE BANCORP INC /NJ/

[CBH]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 02/28/2008

below)

President

COMMERCE BANCORP INC, 1701 ROUTE 70 EAST

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CHERRY HIL, NJ 08034

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed o	f, or Beneficia	ally 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)	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
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	

Edgar Filing: COMMERCE BANCORP INC /NJ/ - Form 4

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.

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.

SEC 1474

(9-02)

Stock

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)))		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	200,20
Right to Buy (2)	\$ 15.3	02/28/2008		M		193,392	01/31/2002	01/31/2011	Common Stock	200,00
Right to Buy (2)	\$ 20.06	02/28/2008		M		145,016	02/04/2003	02/04/2012	Common Stock	150,00
Right to	\$ 21.4	02/28/2008		M		140,656	(3)	02/18/2013	Common	150,00

Reporting Owners

Buy (2)

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

DIFLORIO DENNIS M COMMERCE BANCORP INC 1701 ROUTE 70 EAST CHERRY HIL, NJ 08034

President

Signatures

Dennis M.
DiFlorio
02/29/2008

**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) 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.

Signatures 3