

COMMERCE BANCORP INC /NJ/  
Form 4  
March 26, 2008

# FORM 4

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

OMB APPROVAL

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### 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 \*  
TARQUINI JOSEPH T 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)  
03/24/2008

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

ONE ORCHARD DRIVE

(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

BERLIN, NJ 08009

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/24/2008                           |  | M                              | V   | 137,804   | A  | \$ 10.15 1,048,014 D              |
| Common Stock                    | 03/24/2008                           |  | M                              | V   | 6,300   | A  | \$ 10.92 1,054,314 D              |
| Common Stock                    | 03/24/2008                           |  | M                              | V   | 6,300   | A  | \$ 9.64 1,060,614 D               |
| Common Stock                    | 03/24/2008                           |  | M                              | V   | 12,000  | A  | \$ 15.3 1,072,614 D               |
| Common Stock                    | 03/24/2008                           |  | M                              | V   | 10,000  | A  | \$ 20.06 1,082,614 D              |

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|              |            |   |         |   |          |           |   |                     |
|--------------|------------|---|---------|---|----------|-----------|---|---------------------|
| Common Stock | 03/24/2008 | M | 10,000  | A | \$ 21.4  | 1,092,614 | D |                     |
| Common Stock | 03/24/2008 | M | 10,000  | A | \$ 29.45 | 1,102,614 | D |                     |
| Common Stock | 03/24/2008 | M | 7,500   | A | \$ 31.38 | 1,110,114 | D |                     |
| Common Stock | 03/24/2008 | M | 3,750   | A | \$ 36.37 | 1,113,864 | D |                     |
| Common Stock | 03/24/2008 | M | 1,875   | A | \$ 33.12 | 1,115,739 | D |                     |
| Common Stock | 03/24/2008 | S | 205,529 | D | \$ 36.48 | 910,210   | D |                     |
| Common Stock |            |   |         |   |          | 9,392     | I | Tarquini Foundation |

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 of Number of Shares                              |
| Right to Buy <sup>(1)</sup><br><u>(2)</u>  | \$ 10.15   | 03/24/2008                           |  | M                              | 137,804   | 06/29/1999 06/29/2008                                    | Common Stock 137,804  |
| Right to Buy <sup>(1)</sup><br><u>(2)</u>  | \$ 10.92   | 03/24/2008                           |  | M                              | 6,300   | 01/19/2000 01/19/2009                                    | Common Stock 6,300  |
| Right to Buy <sup>(1)</sup><br><u>(2)</u>  | \$ 9.64  | 03/24/2008                           |  | M                              | 6,300   | 12/21/2000 12/21/2009                                    | Common Stock 6,300  |
| Right to Buy <sup>(1)</sup><br><u>(2)</u>  | \$ 15.3  | 03/24/2008                           |  | M                              | 12,000  | 01/31/2002 01/31/2011                                    | Common Stock 12,000   |

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|                                       |          |            |   |        |            |            |              |        |
|---------------------------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Right to Buy <u>(1)</u><br><u>(2)</u> | \$ 20.06 | 03/24/2008 | M | 10,000 | 02/04/2003 | 02/04/2012 | Common Stock | 10,000 |
| Right to Buy <u>(1)</u><br><u>(2)</u> | \$ 21.4  | 03/24/2008 | M | 10,000 | <u>(3)</u> | 02/18/2013 | Common Stock | 10,000 |
| Right to Buy <u>(1)</u><br><u>(2)</u> | \$ 29.45 | 03/24/2008 | M | 10,000 | <u>(3)</u> | 02/03/2014 | Common Stock | 10,000 |
| Right to Buy <u>(1)</u>               | \$ 31.38 | 03/24/2008 | M | 7,500  | <u>(3)</u> | 03/08/2015 | Common Stock | 7,500  |
| Right to Buy <u>(1)</u>               | \$ 36.37 | 03/24/2008 | M | 3,750  | <u>(4)</u> | 03/14/2016 | Common Stock | 7,500  |
| Right to Buy <u>(1)</u>               | \$ 33.12 | 03/24/2008 | M | 1,875  | <u>(4)</u> | 03/20/2017 | Common Stock | 7,500  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TARQUINI JOSEPH T JR<br>ONE ORCHARD DRIVE<br>BERLIN, NJ 08009 | X             |           |         |       |

## Signatures

Joseph T.  
Tarquini, Jr. 03/26/2008

     \*\*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 1989 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.
- (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.
- (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.
- (4) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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