

COMMERCE BANCORP INC /NJ/  
Form 4  
January 31, 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 \*  
BERSHAD JACK R

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)

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

227 SOUTH 6TH STREET

01/29/2008

(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

PHILADELPHIA, PA 19106

(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	01/29/2008		M		10,000	A	\$ 20.06
Common Stock	01/29/2008		M		10,000	A	\$ 21.4
Common Stock	01/29/2008		M		7,500	A	\$ 31.38
Common Stock	01/29/2008		M		6,300	A	\$ 10.92
Common Stock	01/29/2008		M		12,000	A	\$ 15.3

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Common Stock	01/29/2008	M	10,000	A	\$ 29.45	136,730	D	
Common Stock	01/29/2008	M	6,300	A	\$ 9.64	143,030	D	
Common Stock	01/29/2008	M	68,900	A	\$ 10.15	211,930	D	
Common Stock	01/29/2008	S	131,000	D	\$ 37.89	80,930	D	
Common Stock	01/29/2008	G	12,000	D	\$ 0	41,865	I	By Wife
Common Stock	01/30/2008	S	36,912	D	\$ 38	4,953	I	By Wife
Common Stock	01/29/2008	G	12,000	A	\$ 0	12,000	I	Helen Bershad Foundation
Common Stock	01/29/2008	S	12,000	D	\$ 37.75	0	I	Helen Bershad 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Right to Buy <sup>(2)</sup>	\$ 10.15	01/29/2008		M	68,900	06/29/1999	06/29/2008	Common Stock	68,900
Right to Buy <sup>(2)</sup>	\$ 10.92	01/29/2008		M	6,300	01/19/2000	01/19/2009	Common Stock	6,300
Right to Buy <sup>(2)</sup>	\$ 9.64	01/29/2008		M	6,300	12/21/2000	12/21/2009	Common Stock	6,300

Right to Buy <sup>(2)</sup>	\$ 15.3	01/29/2008	M	12,000	01/31/2002	01/31/2011	Common Stock	12,000
Right to Buy <sup>(2)</sup>	\$ 20.06	01/29/2008	M	10,000	02/04/2003	02/04/2012	Common Stock	10,000
Right to Buy <sup>(2)</sup>	\$ 21.4	01/29/2008	M	10,000	<sup>(3)</sup>	02/18/2013	Common Stock	10,000
Right to Buy <sup>(2)</sup>	\$ 29.45	01/29/2008	M	10,000	<sup>(3)</sup>	02/03/2014	Common Stock	10,000
Right to Buy <sup>(2)</sup>	\$ 31.38	01/29/2008	M	7,500	<sup>(3)</sup>	03/08/2015	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERSHAD JACK R 227 SOUTH 6TH STREET PHILADELPHIA, PA 19106	X			

## Signatures

Jack R. Bershad                      01/31/2008

     \*\*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) Includes 7 shares acquired on 1/18/08 under the Company's Dividend Reinvestment Plan.
- (2) Granted Under the Company's 1989 & 1998 Stock Option Plans for Non-Employee Directors, 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.