COMMERCE BANCORP INC /NJ/

Form 4

Common

Common

Stock

Stock

November 24, 2004

November 2	4, 2004										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations 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							burden ho response	Estimated average burden hours per response 0.5			
may continue. See Instruction 1(b). 30(h) of the Investment Company Act of 1940											
(Print or Type l	Responses)										
DIFLORIO DENNIS M Symbo COM				2. Issuer Name and Ticker or Trading Symbol COMMERCE BANCORP INC /NJ/ [CBH]				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
				of Earliest Transaction /Day/Year)				Director 10% Owner Specify Other (give title Other (specify			
COMMERCE BANCORP 10/20/2004 below) below) INC, 1701 ROUTE 70 EAST Executive Vice President							dent				
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHERRY H	HILL, NJ 08034								More than One R		
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
_				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	10/20/2004			L	8	A	\$ 56.92	0	D		
Common Stock	11/22/2004			J <u>(4)</u>	10	A	\$ 57.79	317,220	D		
Common Stock								25,638	I	Wife	

3,857

17,473

I

I

401 (k)

ESOP

Allocation

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Right to Buy (1)	\$ 16.1	12/16/1997		A	72,340	12/16/1998	12/16/2007	Common Stock	72,3
Right to Buy (1)	\$ 21.85	12/15/1998		A	55,120	12/15/1999	12/15/2008	Common Stock	55,1
Right to Buy (1)	\$ 19.28	12/21/1999		A	104,998	12/21/2000	12/21/2009	Common Stock	104,9
Right to Buy (1)	\$ 30.6	01/31/2001		A	100,000	01/31/2002	01/31/2011	Common Stock	100,0
Right to Buy (1)	\$ 40.12	02/04/2002		A	75,000	02/04/2003	02/04/2012	Common Stock	75,0
5.95% Conv Trust Pref Sec of Comm Cap Trust II	<u>(2)</u>					<u>(2)</u>	03/11/2032(2)	Common Stock	1,89
Right to Buy (1)	\$ 42.8	02/18/2003		A	75,000	(3)	02/18/2013	Common Stock	75,0
Right to Buy (1)	\$ 58.9	02/03/2004		A	75,000	(3)	02/03/2014	Common Stock	18,7

Reporting Owners

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

Reporting Owners 2

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

Executive Vice President

Signatures

Dennis M.
DiFlorio

11/24/2004

**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) Granted under the Company's 1997 Employee Stock Option Plans, 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.
- (4) Purchase under DRIP

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.

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