

COMMERCE BANCORP INC /NJ/  
Form 4  
January 23, 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 \*  
DIFRANCESCO DONALD T

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)  
1701 ROUTE 70 EAST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/18/2008

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

CHERRY HILL, NJ 08034  
(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |              |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                               |                                                          |                                                       |              |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                   | Amount                                                   |                                                       |              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 6,472                                                                               | D                                                        |                                                       |              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 543                                                                                 | I                                                        | By Wife                                               |              |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 340                                                                                 | I                                                        | By Wife (IRA)                                         |              |
| Common Stock                    | 01/18/2008                           |                                                    | P <sup>(1)</sup>               | 11 A                                                              | \$ 35.04                                                                            | 1,077 <sup>(2)</sup>                                     | I                                                     | By Wife DRIP |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 516                                                                                 | I                                                        | By Wife - 401(k) Allocation                           |              |

|                 |       |   |                     |
|-----------------|-------|---|---------------------|
| Common<br>Stock | 1,430 | I | By Wife -<br>401(k) |
|-----------------|-------|---|---------------------|

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

  

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|----------------------------------------|
|---------------------|--------------------|-------|----------------------------------------|

Code V (A) (D)

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                     | Director      | 10% Owner | Officer | Other |
| DIFRANCESCO DONALD T<br>1701 ROUTE 70 EAST<br>CHERRY HILL, NJ 08034 |               | X         |         |       |

## Signatures

Donald T.  
DiFrancesco                      01/22/2008

\_\_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) Purchase under DRIP
- (2) Includes shares acquired under the Company's Dividend Reinvestment Plan: 4 shares on 1/18/08

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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