

COMMERCE BANCORP INC /NJ/  
Form 4  
February 29, 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 \*  
DIFLORIO DENNIS M

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)  
02/28/2008

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

COMMERCE BANCORP  
INC, 1701 ROUTE 70 EAST  
  
(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

CHERRY HIL, NJ 08034

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
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

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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 <sup>(1)</sup>	I	401(k)
Common Stock						37,230 <sup>(1)</sup>	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.**

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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>(2)</sup>	\$ 10.92	02/28/2008		M	58,829	12/15/1999	12/15/2008	Common Stock	58,829
Right to Buy <sup>(2)</sup>	\$ 9.64	02/28/2008		M	200,208	12/21/2000	12/21/2009	Common Stock	200,208
Right to Buy <sup>(2)</sup>	\$ 15.3	02/28/2008		M	193,392	01/31/2002	01/31/2011	Common Stock	200,000
Right to Buy <sup>(2)</sup>	\$ 20.06	02/28/2008		M	145,016	02/04/2003	02/04/2012	Common Stock	150,000
Right to Buy <sup>(2)</sup>	\$ 21.4	02/28/2008		M	140,656	<sup>(3)</sup>	02/18/2013	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

