

COMMERCE BANCORP INC /NJ/  
Form 4  
October 22, 2004

**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 \*  
DIFLORIO DENNIS M

(Last) (First) (Middle)

COMMERCE BANCORP  
INC, 1701 ROUTE 70 EAST

(Street)

CHERRY HILL, NJ 08034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COMMERCE BANCORP INC /NJ/  
[CBH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)		
				(A) or (D)	Price				
			Code	V	Amount				
Common Stock	10/20/2004 <sup>(1)</sup>		J	15	A	\$ 56.92	317,202	D	
Common Stock							25,638	I	Wife
Common Stock <sup>(5)</sup>							3,845	I	104(k)
Common Stock							17,473	I	ESOP Allocation

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)	8. Amount or Number of Shares
Right to Buy <sup>(2)</sup>	\$ 16.1					12/16/1998 12/16/2007	Common Stock	72,340
Right to Buy <sup>(2)</sup>	\$ 21.85					12/15/1999 12/15/2008	Common Stock	55,120
Right to Buy <sup>(2)</sup>	\$ 19.28					12/21/2000 12/21/2009	Common Stock	104,998
Right to Buy <sup>(2)</sup>	\$ 30.6					01/31/2002 01/31/2011	Common Stock	100,000
Right to Buy <sup>(2)</sup>	\$ 40.12					02/04/2003 02/04/2012	Common Stock	75,000
5.95% Conv Trust Pref Sec of Comm Cap Trust II	<sup>(3)</sup>					<sup>(3)</sup> 03/11/2032 <sup>(3)</sup>	Common Stock	1,895
Right to Buy <sup>(2)</sup>	\$ 42.8					<sup>(4)</sup> 02/18/2013	Common Stock	18,750
Right to Buy <sup>(2)</sup>	\$ 58.9					<sup>(4)</sup> 02/03/2014	Common Stock	18,750

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director      10% Owner      Officer      Other

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

Executive  
Vice  
President

## Signatures

Dennis M.      10/22/2004  
DiFlorio

\_\_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) J Purchase under DRIP.
- (2) Granted under the Company's 1994 and 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,
- (3) 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.
- (4) The stock options are exercisable in 25% increments on the 2nd, 3rd, 4th and 5th anniversaries of the grant date.
- (5) J(9) Clerical Error

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.