

COMMERCE BANCORP INC /NJ/
Form 4
January 15, 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 *
NORCROSS GEORGE E III

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)
01/31/2006

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

COMMERCE ATRIUM, 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 HILL, 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					734,314	D	
Common Stock					28,409	I	401(k)
Common Stock					7,068	I	401(k) Allocation
Common Stock					2,623	I	By Wife-IRA
Common Stock					9,783	I	c/f Minor Children

Common Stock	01/11/2008	M	25,913	A	\$ 8.05	380,338	I	Grantor Trusts for Minor Children
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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 Underlying Se (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Right to Buy ⁽¹⁾	\$ 8.05	01/11/2008		M	25,913	12/16/1998	01/15/2008 ⁽⁴⁾	Common Stock
Right to Buy ⁽¹⁾	\$ 8.05	01/31/2006		J ⁽²⁾	V 82,777	12/16/1998	01/15/2008 ⁽⁴⁾	Common Stock
Right to Buy ⁽¹⁾	\$ 8.05	01/31/2007		J ⁽³⁾	V 44,066	12/16/1998	01/15/2008 ⁽⁴⁾	Common Stock
Right to Buy ⁽¹⁾	\$ 8.05	01/31/2007		J ⁽²⁾	V 125,540	12/16/1998	01/15/2008 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORCROSS GEORGE E III COMMERCE ATRIUM 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034		X		

Signatures

George E.
Norcross, III

01/15/2008

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) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (2) Transfer to Grantor Retained Annuity Trust over which the reporting person has no investment control.
- (3) Receipt of annuity payment from Grantor Retained Annuity Trust.
- (4) 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.

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