

COMMERCE BANCORP INC /NJ/
Form 4
June 29, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
06/27/2005

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/27/2005 | | M | | 40,718 A \$ 8.05 | 0 | D |
| Common Stock | 06/27/2005 | | F | | 11,107 D \$ 29.51 | 0 | D |
| Common Stock | 06/27/2005 | | S(1) | | 19,643 D \$ 29.51 | 644,610 | D |
| Common Stock | | | | | | 51,276 | I By Wife |
| Common Stock | | | | | | 7,924 | I 401(k) |

Common Stock 35,418 I ESOP Allocation

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Right to Buy ⁽²⁾ | \$ 8.05 | 06/27/2005 | | M | 40,718 | 12/16/1998 12/16/2007 | Common Stock | 40,718 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DIFLORIO DENNIS M COMMERCE BANCORP INC 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034 | X | | President/Retail | |

Signatures

Dennis M. DiFlorio 06/29/2005

**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).
- The reporting person contributed Commerce Bancorp, Inc. common stock to an exchange fund in exchange for shares of the exchange fund. The Commerce Bancorp, Inc. common stock was valued at \$29.51 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.
- (1) fund. The Commerce Bancorp, Inc. common stock was valued at \$29.51 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.
 - (2) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.

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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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