

COMMERCE BANCORP INC /NJ/

Form 4

March 10, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FALESE ROBERT D

(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)
10/22/2004

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)
President, Comm & Inv Banking

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(A) or Disposed of Code (D) (Instr. 8)	4. Securities Acquired or Disposed of (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	10/22/2004		G ⁽¹⁾	V	20,000	D	\$ 0	0 ⁽²⁾ D
Common Stock	11/03/2004		G ⁽¹⁾	V	18,000	D	\$ 0	242,808 ⁽²⁾ D
Common Stock								3,508 ⁽²⁾ I By Wife
Common Stock								404 ⁽²⁾ I By Wife - IRA
Common Stock								20,566 ⁽²⁾ I ESOP Allocation

Common Stock	10/22/2004	G ⁽¹⁾	20,000	A	\$ 0	0 ⁽²⁾	I	⁽³⁾ A&R Foundation
Common Stock	11/03/2004	G ⁽¹⁾	18,000	A	\$ 0	38,000 ⁽²⁾	I	A&R Foundation
Common Stock						1,606 ⁽²⁾	I	401k ⁽⁴⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy ⁽⁵⁾	\$ 31.38	03/08/2005		A		100,000		<u>(6)</u>	03/08/2015	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALESE ROBERT D COMMERCE BANCORP, INC. 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034	X		President, Comm & Inv Banking	

Signatures

Robert D.
Falese, Jr. 03/10/2005

**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).

- (1) G(1) Transfer of shares to foundation
- (2) Reflects the company's two-for-one stock split, in the form of a 100% stock dividend, that was declared on February 15, 2005 and effective March 7, 2005.
- (3) Reflects ESOP Allocations that have occurred since the date of the reporting person's last ownership report.
- (4) Includes shares acquired under the company's Dividend Reinvestment Plan.
- (5) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (6) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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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