

COMMERCE BANCORP INC /NJ/  
Form 4  
January 22, 2007

**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 \*  
**HILL VERNON W II**

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)  
**01/19/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO & 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 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   |  |  |           |   |                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |  |           |   |                   |
| Common Stock                    | 01/19/2007                           |  | L <sup>(2)</sup>               |   | 886   | A  | \$ 32.51                                   | 1,607,859 | D |                   |
| Common Stock                    |                                      |  |                                |   |   |  |  | 90,078    | I | By Wife           |
| Common Stock                    |                                      |  |                                |   |   |  |  | 71,496    | I | InterArch         |
| Common Stock                    |                                      |  |                                |   |   |  |  | 333,390   | I | InterArch PS Plan |
| Common Stock                    |                                      |  |                                |   |   |  |  | 253,154   | I | Hill Family Trust |

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|              |         |   |                        |
|--------------|---------|---|------------------------|
| Common Stock | 371,988 | I | Hill Foundation        |
| Common Stock | 314,433 | I | J. V. Properties       |
| Common Stock | 291,084 | I | S. J. Dining           |
| Common Stock | 297,332 | I | U. S. Restaurants      |
| Common Stock | 207,360 | I | Site Development       |
| Common Stock | 9,045   | I | Galloway National Golf |
| Common Stock | 7,103   | I | 401 (k)                |
| Common Stock | 76,410  | 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) |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Call Option (Right to Buy)                 | \$ 30  | 01/19/2007                           |  | S <sup>(1)</sup>               |   | 1,000  |     | 03/30/2005  | 01/20/2007      | Common Stock | 100,000                    |
| Call Option (Right to Buy)                 | \$ 30  | 01/19/2007                           |  | S <sup>(1)</sup>               |   | 1,000  |     | 04/13/2005  | 01/20/2007      | Common Stock | 100,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| HILL VERNON W II<br>COMMERCE BANCORP, INC<br>1701 ROUTE 70 EAST<br>CHERRY HILL, NJ 08034 | X             |           | Chairman, CEO & President |       |

## Signatures

Vernon W. Hill                      01/22/2007

\_\_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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 31, 2006.
- (2) Dividend Reinvestment

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