

Edgar Filing: COMMERCE BANCORP INC /NJ/ - Form 4

COMMERCE BANCORP INC /NJ/  
Form 4  
April 24, 2003

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OMB APPROVAL  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

-----  
1. Name and Address of Reporting Person\*  
-----  
Hill, II, Vernon W.  
-----  
(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. (CBH)

-----  
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

-----  
4. Statement for Month/Day/Year  
-----  
April 21, 2003

-----  
5. If Amendment, Date of Original (Month/Day/Year)

-----  
6. Relationship of Reporting Person(s) to Issuer

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(Check all applicable)

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

Chairman, CEO and President  
 -----

7. 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Trans-<br>action<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | Price |
|---------------------------------------|--|---|---|--|------------------|-------|
|                                       |  |   | Code V                                  | Amount   |                  |       |
| Common Stock                          |  |   |   |  |                  |       |
| Common Stock                          |  |   |   |  |                  |       |
| Common Stock                          |  |   |   |  |                  |       |
| Common Stock                          |  |   |   |  |                  |       |
| Common Stock                          |  |   |   |  |                  |       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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SEC 1474 (9-02)

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Common Stock

|              |         |  |    |         |           |
|--------------|---------|--|----|---------|-----------|
| -----        |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| Common Stock | 4/21/03 |  | *J | 155 s/s | A \$36.15 |
| -----        |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| -----        |         |  |    |         |           |
| Common Stock |         |  |    |         |           |
| =====        |         |  |    |         |           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \*J Purchase under DRIP

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

=====

| 1.<br>Title of<br>Derivative | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative | 3.<br>Trans-<br>action<br>Date | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira- | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number |
|------------------------------|--|--------------------------------|---|---|--|---|--|
|------------------------------|--|--------------------------------|---|---|--|---|--|

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| Security<br>(Instr. 3) | Secur-<br>ity | (mm/dd/<br>yy) | (mm/dd/<br>yy) | -----<br>Code V | -----<br>(A) | (D) | Exer-<br>cisable | tion<br>Date | Title           | of<br>Shares |
|------------------------|---------------|----------------|----------------|-----------------|--------------|-----|------------------|--------------|-----------------|--------------|
| Right to Buy<br>**     | \$4.39        |                |                |                 |              |     | 12/31/94         | 12/31/03     | Common<br>Stock | 126,622      |
| Right to Buy<br>**     | \$5.87        |                |                |                 |              |     | 01/02/96         | 01/02/05     | Common<br>Stock | 100,496      |
| Right to Buy<br>**     | \$6.89        |                |                |                 |              |     | 01/02/97         | 01/02/06     | Common<br>Stock | 95,712       |
| Right to Buy<br>**     | \$9.57        |                |                |                 |              |     | 12/18/97         | 12/18/06     | Common<br>Stock | 303,874      |
| Right to Buy<br>**     | \$16.10       |                |                |                 |              |     | 12/16/98         | 12/16/07     | Common<br>Stock | 289,396      |
| Right to Buy<br>**     | \$20.30       |                |                |                 |              |     | 06/29/99         | 06/29/08     | Common<br>Stock | 275,620      |
| Right to Buy<br>**     | \$21.85       |                |                |                 |              |     | 12/15/99         | 12/15/08     | Common<br>Stock | 220,496      |
| Right to Buy<br>**     | \$19.28       |                |                |                 |              |     | 12/21/00         | 12/21/09     | Common<br>Stock | 209,998      |
| Right to Buy<br>**     | \$30.60       |                |                |                 |              |     | 01/31/02         | 01/31/01     | Common<br>Stock | 200,000      |

Explanation of Responses:

\*\* Granted under the Company's 1984, 1994 and 1997 Employee Stock Option Plans, which are 16b-3 plans.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

|   |  |  |  |  |  |  |     |                 |                 |       |
|---|--|--|--|--|--|--|-----|-----------------|-----------------|-------|
| 5.95% Convertible<br>Trust Preferred<br>Securities of<br>Commerce<br>Capital Trust II |  |  |  |  |  |  | (1) | 03/11/32<br>(1) | Common<br>Stock | 3,791 |
|---|--|--|--|--|--|--|-----|-----------------|-----------------|-------|

|   |  |  |  |  |  |  |     |                 |                 |       |
|---|--|--|--|--|--|--|-----|-----------------|-----------------|-------|
| 5.95% Convertible<br>Trust Preferred<br>Securities of<br>Commerce<br>Capital Trust II |  |  |  |  |  |  | (1) | 03/11/32<br>(1) | Common<br>Stock | 3,791 |
|---|--|--|--|--|--|--|-----|-----------------|-----------------|-------|

|                    |         |  |  |  |  |  |          |          |                 |        |
|--------------------|---------|--|--|--|--|--|----------|----------|-----------------|--------|
| Right to Buy<br>** | \$42.80 |  |  |  |  |  | 02/18/04 | 02/18/13 | Common<br>Stock | 37,500 |
|--------------------|---------|--|--|--|--|--|----------|----------|-----------------|--------|

|                    |         |  |  |  |  |  |          |          |                 |        |
|--------------------|---------|--|--|--|--|--|----------|----------|-----------------|--------|
| Right to Buy<br>** | \$42.80 |  |  |  |  |  | 02/18/05 | 02/18/13 | Common<br>Stock | 37,500 |
|--------------------|---------|--|--|--|--|--|----------|----------|-----------------|--------|

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|              |         |          |          |        |        |
|--------------|---------|----------|----------|--------|--------|
| Right to Buy | \$42.80 | 02/18/06 | 02/18/13 | Common | 37,500 |
| **           |         |          |          | Stock  |        |
| Right to Buy | \$42.80 | 02/18/07 | 02/18/13 | Common | 37,500 |
| **           |         |          |          | Stock  |        |

Explanation of Responses:

Explanation of Responses:

(1) Each 5.95% Convertible Trust Preferred Security (each a "preferred security") is convertible at any time on or after the occurrence of the 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, 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. The preferred securities are convertible into shares of Commerce Bancorp, Inc. common stock if: (a) the closing sale price of Commerce Bancorp, Inc. common stock for at least 20 trading days in a period of 30 consecutive trading days ending on the last trading day of any calendar quarter beginning with the quarter ending June 30, 2002 is more than 110% of the preferred securities conversion price then in effect on the last day of such calendar quarter, (b) the assigned credit rating by Moody's of the preferred securities is at or below Bal, (c) the preferred securities are called for redemption (which may occur on or prior to March 11, 2032), or (d) specified corporate transactions have occurred as set forth in the Indenture dated March 11, 2002 between Commerce Bancorp, Inc. and The Bank of New York, as Debenture Trustee.

\*\* Granted under the Company's 1984, 1994 and 1997 Employee Stock Option Plans, which are 16b-3 plans.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Vernon W. Hill, II

4/21/03

\*\*Signature of Reporting Person

Date

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934 (as amended), the beneficial owner of any equity securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained

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