

COMMERCE BANCORP INC /NJ/  
Form 4/A  
July 25, 2007

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

OMB APPROVAL

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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 \*  
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)  
03/21/2007

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)  
03/23/2007

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	Price	
Common Stock	03/21/2007		M <sup>(1)</sup>		578,792	A \$ 8.05	0 D
Common Stock	03/21/2007		M <sup>(1)</sup>		551,240	A \$ 10.15	0 D
Common Stock	03/21/2007		M <sup>(1)</sup>		440,992	A \$ 10.92	0 D
Common Stock	03/21/2007		M <sup>(1)</sup>		419,996	A \$ 9.64	0 D
Common Stock	03/21/2007		M <sup>(1)</sup>		400,000	A \$ 15.3	0 D

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Common Stock	03/21/2007	F <sup>(1)</sup>	1,377,314	D	\$ 34.41	2,621,565	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
Common Stock						371,988	I	Hill Foundation
Common Stock						315,192	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						7,911	I	401 (k)
Common Stock						77,544	I	401(k) Allocation

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Number Shares

Right to Buy <sup>(2)</sup>	\$ 8.05	03/21/2007	M <sup>(1)</sup>	578,792	12/16/1998	12/16/2007	Common Stock	578,79
Right to Buy <sup>(2)</sup>	\$ 10.15	03/21/2007	M <sup>(1)</sup>	551,240	06/29/1999	06/29/2008	Common Stock	551,24
Right to Buy <sup>(2)</sup>	\$ 10.93	03/21/2007	M <sup>(1)</sup>	440,992	12/15/1999	12/15/2008	Common Stock	440,99
Right to Buy <sup>(2)</sup>	\$ 9.64	03/21/2007	M <sup>(1)</sup>	419,996	12/21/2000	12/21/2009	Common Stock	419,99
Right to Buy <sup>(2)</sup>	\$ 15.3	03/21/2007	M <sup>(1)</sup>	400,000	01/31/2002	01/31/2011	Common Stock	400,00

## Reporting Owners

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

## Signatures

Vernon W. Hill                      07/25/2007

\*\*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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 21, 2007.

(2) Granted under the Company's 1997 and 2004 Employee Stock Option Plans, which are 16b-3 plans.

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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