

COMMERCE BANCORP INC /NJ/
Form 4
September 22, 2005

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)
09/20/2005

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 | | |
| Common Stock | | | | | 1,294,221 | D | |
| Common Stock | | | | | 90,078 | I | By Wife |
| Common Stock | 09/20/2005 | | C | 7,582 A | 79,078 | I | InterArch |
| Common Stock | | | | | 325,808 | I | InterArch PS Plan |
| Common Stock | 09/20/2005 | | C | 7,582 A | 253,154 | I | Hill Family Trust |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|---------|---|------------------------|
| Common Stock | 09/20/2005 | G V | 9,487 | D | \$ 30.92 | 312,653 | I | Hill Foundation |
| Common Stock | 09/20/2005 | J ⁽¹⁾ | 328 | A | \$ 30.44 | 309,068 | 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 | | | | | | 6,300 | I | 401 (k) |
| Common Stock | | | | | | 75,296 | I | ESOP 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) | 8. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 5.95% Conv Trust Pref Sec of Comm Cap Trust II | <u>(2)</u> | 09/20/2005 | | C | 4,000 | <u>(2)</u> | 03/11/2032 | Common Stock | 7,582 |

5.95%
 Conv
 Trust
 Pref Sec
 of
 Comm
 Cap
 Trust II

| | | | | | | | |
|-----|------------|---|-------|-----|------------|-----------------|-------|
| (2) | 09/20/2005 | C | 4,000 | (2) | 03/11/2032 | Common Stock | 7,582 |
|-----|------------|---|-------|-----|------------|-----------------|-------|

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 | 09/22/2005 |
| **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) Purchase under DRIP
- (2) On August 15, 2005, the Company announced the redemption of its publicly traded 5.95% Convertible Trust Preferred Securities issued by Commerce Capital Trust II on May 11, 2002. Pursuant to the terms of the Indenture, each Convertible Trust Preferred Security was converted into 1.8956 shares of Commerce Bancorp, Inc. common stock (equal to a conversion price of approximately \$26.38).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.