

COMMERCE BANCORP INC /NJ/

Form 4/A

July 25, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL VERNON W II

(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)
03/20/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/22/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO & President

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 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)
Common Stock				(A) or (D)	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	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 ⁽¹⁾	I	401 (k)
Common Stock	77,544 ⁽¹⁾	I	401(k) 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
Right to Buy ⁽²⁾	\$ 33.12	03/20/2007		A		200,000		<u>(3)</u>	03/20/2017	Common Stock	200,000

Reporting Owners

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

CHERRY HILL, NJ 08034

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) Reflects 401k allocations that have occurred since the date of the reporting person's last ownership report.
- (2) Granted under the Company's 2004 Employee Stock Option Plan, which is a 16b-3 plan.
- (3) 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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