

COMMERCE BANCORP INC /NJ/

Form 4

April 02, 2008

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Graziano Fred

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)

COMMERCE BANCORP,  
INC., 1701 ROUTE 70 EAST

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President

CHERRY HILL, NJ 08034

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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 or Disposed of (A) or (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	(A) or (D)	Price	
Common Stock	03/31/2008		J(1)		1,574	D	11 0	D
Common Stock	03/31/2008		J(1)		2,100	D	11 0	I
Common Stock	03/31/2008		J(1)		18,833	D	11 0 (2)	I

Trust for  
Minor  
Children  
401K  
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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. Amount or Number of Shares
				Code	V	(A)	(D)	
Right to Buy <sup>(3)</sup>	\$ 29.45	03/31/2008		J <sup>(4)</sup>		40,000	<sup>(4)</sup> 02/03/2014	Common Stock 40,000
Right to Buy <sup>(3)</sup>	\$ 31.38	03/31/2008		J <sup>(4)</sup>		30,000	<sup>(4)</sup> 03/08/2015	Common Stock 30,000
Right to Buy <sup>(3)</sup>	\$ 36.37	03/31/2008		J <sup>(4)</sup>		40,000	<sup>(4)</sup> 03/14/2016	Common Stock 40,000
Right to Buy <sup>(3)</sup>	\$ 33.12	03/31/2008		J <sup>(4)</sup>		40,000	<sup>(4)</sup> 03/20/2017	Common Stock 40,000
Right to Buy <sup>(3)</sup>	\$ 36.84	03/31/2008		J <sup>(4)</sup>		40,000	<sup>(4)</sup> 02/19/2018	Common Stock 40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graziano Fred COMMERCE BANCORP, INC. 1701 ROUTE 70 EAST CHERRY HILL, NJ 08034			President	

## Signatures

Fred Graziano 04/02/2008  
 \*\*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)

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

Shares disposed of as a result of the merger between Commerce Bancorp, Inc. (CBH) and The Toronto-Dominion Bank (TD) pursuant to which each share of CBH common stock was exchanged for 0.4142 shares of TD common stock having a market value of \$59.60 per share on the effective date of the merger and \$10.50 in cash.

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

Per the terms of the Merger Agreement with TD, UPON COMPLETION OF THE MERGER, each outstanding option to purchase CBH common stock was converted to an option to purchase TD common stock on substantially the same terms, except that the number of

- (4) options was adjusted by multiplying the number of CBH options by 0.5522, the grant price was adjusted by dividing the CBH grant price by 0.5522, and the options became immediately exercisable at the effective time of the merger and will remain exercisable until the expiration date of the option.

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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