

COMMERCE BANCORP INC /NJ/  
Form 4  
January 31, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEWIS STEVEN M**

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)

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

**US RESTAURANTS INC, 1780 SWEDE ROAD**

**01/30/2008**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

**BLUE BELL, PA 19401**

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 (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 or Price   |  |   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | 66,140 A \$ 10.15   |  | D   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | 10,000 A \$ 20.06   |  | D   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | 10,000 A \$ 21.4  |  | D   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | 7,500 A \$ 31.38  |  | D   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | 6,300 A \$ 10.92  |  | D   |

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|              |            |   |        |   |          |         |   |                                    |
|--------------|------------|---|--------|---|----------|---------|---|------------------------------------|
| Common Stock | 01/30/2008 | M | 12,000 | A | \$ 15.3  | 436,086 | D |                                    |
| Common Stock | 01/30/2008 | M | 10,000 | A | \$ 29.45 | 446,086 | D |                                    |
| Common Stock | 01/30/2008 | M | 6,300  | A | \$ 9.64  | 452,386 | D |                                    |
| Common Stock | 01/30/2008 | M | 1,875  | A | \$ 36.37 | 454,261 | D |                                    |
| Common Stock | 01/30/2008 | S | 52,835 | D | \$ 37.87 | 401,426 | D |                                    |
| Common Stock |            |   |        |   |          | 17,402  | I | ITF Minor Son - DRIP               |
| Common Stock |            |   |        |   |          | 17,402  | I | ITF Minor Son - DRIP               |
| Common Stock |            |   |        |   |          | 291,084 | I | S.J. Dining                        |
| Common Stock |            |   |        |   |          | 297,332 | I | U.S. Restaurants                   |
| Common Stock |            |   |        |   |          | 4,446   | I | US Restaurants Deferred Comp. Plan |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Right to Buy <sup>(1)</sup>                | \$ 10.15   | 01/30/2008                           |  | M                              | 66,140  | 06/29/1999 06/29/2008                                    | Common Stock  | 66,140                     |

|                             |          |            |   |        |                |            |              |        |
|-----------------------------|----------|------------|---|--------|----------------|------------|--------------|--------|
| Right to Buy <sup>(1)</sup> | \$ 10.92 | 01/30/2008 | M | 6,300  | 01/19/2000     | 01/19/2009 | Common Stock | 6,300  |
| Right to Buy <sup>(1)</sup> | \$ 9.64  | 01/30/2008 | M | 6,300  | 12/21/2000     | 12/21/2009 | Common Stock | 6,300  |
| Right to Buy <sup>(1)</sup> | \$ 15.3  | 01/30/2008 | M | 12,000 | 01/31/2002     | 01/31/2011 | Common Stock | 12,000 |
| Right to Buy <sup>(1)</sup> | \$ 20.06 | 01/30/2008 | M | 10,000 | 02/04/2003     | 02/04/2012 | Common Stock | 10,000 |
| Right to Buy <sup>(1)</sup> | \$ 21.4  | 01/30/2008 | M | 10,000 | <sup>(2)</sup> | 02/16/2013 | Common Stock | 10,000 |
| Right to Buy <sup>(1)</sup> | \$ 29.45 | 01/30/2008 | M | 10,000 | <sup>(2)</sup> | 02/03/2014 | Common Stock | 10,000 |
| Right to Buy <sup>(1)</sup> | \$ 31.38 | 01/30/2008 | M | 7,500  | <sup>(2)</sup> | 03/08/2015 | Common Stock | 7,500  |
| Right to Buy <sup>(1)</sup> | \$ 36.37 | 01/30/2008 | M | 1,875  | <sup>(3)</sup> | 03/14/2016 | Common Stock | 7,500  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LEWIS STEVEN M<br>US RESTAURANTS INC<br>1780 SWEDE ROAD<br>BLUE BELL, PA 19401 | X             |           |         |       |

## Signatures

Steven M. Lewis  
01/31/2008

      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) Granted under the Company's 1989 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.
- (2) Under the original terms, the stock options were exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.
- (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. 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.