COMMERCE BANCORP INC /NJ/
Form 4
February 19, 2008

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 *
SCHWARTZ WILLIAM A JR
(Last) (First) (Middle)
U.S. VISION, PO BOX 124
(Street)
GLENDORA, NJ 08029
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMMERCE BANCORP INC /NJ/ [CBH]

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2008		M		41,336	A	$ 10.15	86,901 (1)	D	
Common Stock	02/14/2008		M		6,300	A	$ 10.92	93,201	D	
Common Stock	02/14/2008		M		6,300	A	$ 9.64	99,501	D	
Common Stock	02/14/2008		M		12,000	A	$ 15.3	111,501	D	
Common Stock	02/14/2008		M		10,000	A	$ 20.06	121,501	D	

Common Stock	02/14/2008		M	10,000	A	$ 21.4	131,501	D
Common Stock	02/14/2008		M	10,000	A	$ 29.45	141,501	D
Common Stock	02/14/2008		M	7,500	A	$ 31.38	149,001	D
Common Stock	02/14/2008		M	1,875	A	$ 36.37	150,876	D
Common Stock	02/14/2008		S	105,311	D	$ 37.36	45,565	D

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

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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)	$ 10.15	02/14/2008		M		41,336		06/29/1999	06/29/2008	Common Stock	41,336
Right to Buy (2)	$ 10.92	02/14/2008		M		6,300		01/19/2000	01/19/2009	Common Stock	6,300
Right to Buy (2)	$ 9.64	02/14/2008		M		6,300		12/21/2000	12/21/2009	Common Stock	6,300
Right to Buy (2)	$ 15.3	02/14/2008		M		12,000		01/31/2002	01/31/2011	Common Stock	12,000
Right to Buy (2)	$ 20.06	02/14/2008		M		10,000		02/04/2003	02/04/2012	Common Stock	10,000
Right to Buy (2)	$ 21.4	02/14/2008		M		10,000		(3)	02/18/2013	Common Stock	10,000
Right to Buy (2)	$ 29.45	02/14/2008		M		10,000		(3)	02/03/2014	Common Stock	10,000

Right to Buy (2)	$ 31.38	02/14/2008	M	7,500	(3)	03/08/2015	Common Stock	7,500
Right to Buy (2)	$ 36.37	02/14/2008	M	1,875	(4)	03/14/2016	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ WILLIAM A JR U.S. VISION PO BOX 124 GLENDORA, NJ 08029	X			

Signatures

William Schwartz, Jr.	02/19/2008
**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) Includes 145 shares acquired on 1/18/08 under the Company's Dividend Reinvestment Plan.

(2) Granted under the Company's 1989 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.

(3) Under the original terms, the stock options were exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date. In December 2005, the Board of Directors accelerated all unvested stock options to become immediately exercisable.

(4) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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