

COMMERCE BANCORP INC /NJ/  
Form 4  
April 02, 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 \*  
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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                                       |
| Common Stock                    | 03/31/2008                           |                                                    | J <sup>(1)</sup>               | 1,574                                                             | D                                                                                             | 0                                                        | D                                                     |
| Common Stock                    | 03/31/2008                           |                                                    | J <sup>(1)</sup>               | 2,100                                                             | D                                                                                             | 0                                                        | I<br>Trust for Minor Children                         |
| Common Stock                    | 03/31/2008                           |                                                    | J <sup>(1)</sup>               | 18,833                                                            | D                                                                                             | 0 <sup>(2)</sup>                                         | I<br>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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| 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<br>COMMERCE BANCORP, INC.<br>1701 ROUTE 70 EAST<br>CHERRY HILL, NJ 08034 |               |           | President |       |

## Signatures

Fred Graziano                      04/02/2008  
 \*\*Signature of                      Date  
 Reporting Person

## 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)

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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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