COMMERCE BANCORP INC /NJ/
Form 4
October 29, 2004

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
VIDEON FRANK C

(Last) (First) (Middle)

FRANK C VIDEON FUNERAL HOME, SPROUL & LAWRENCE ROADS

(Street)

BROOMALL, PA 19008

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2004

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								51,213	D	
Common Stock								18,489	I	Wife
Common Stock								16,066	I	Videon Chrysler Profit Sharing Plan
Common Stock								9,287	I	Videon Chevrolet

									Profit Sharing Plan
Common Stock	10/28/2004		S	2,900	D	$ 58.24	28,616	I	Videon Dodge Profit Sharing Plan
Common Stock							29,035	I	Videon Grandchildren Trust
Common Stock							4,327	I	Videon Funeral Home Profit Sharing Plan

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Right to Buy (1)	$ 5.82	06/20/1995		A		1,590		06/20/1996	06/20/2005	Common Stock	1,5
Right to Buy (1)	$ 7.72	06/18/1996		A		1,516		06/18/1997	06/18/2006	Common Stock	1,5
Right to Buy (1)	$ 12.82	06/17/1997		A		2,890		06/17/1998	06/17/2007	Common Stock	2,8
Right to Buy (1)	$ 20.3	06/29/1998		A		11,020		06/29/1999	06/29/2008	Common Stock	11,
Right to Buy (1)	$ 21.84	01/19/1999		A		3,150		01/19/2000	01/19/2009	Common Stock	3,
Right to Buy (1)	$ 19.28	12/21/1999		A		3,150		12/21/2000	12/21/1999	Common Stock	3,
	$ 30.6	01/31/2001		A		6,000		01/31/2002	01/31/2011		6,0

Right to Buy (1)								Common Stock	
5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II	(2)					(2)	03/11/2032	Common Stock	1,8
5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II	(2)					(2)	03/11/2032	Common Stock	1,8
5.95% Convert.Trust Pref. Sec. of Commerce Capital Trust II	(2)					(2)	03/11/2032	Common Stock	3,7
Right to Buy (1)	$ 40.12	02/04/2002		A	5,000	02/04/2003	02/04/2012	Common Stock	5,0
Right to Buy (1)	$ 42.8	02/18/2003		A	5,000	(3)	02/18/2013	Common Stock	5,0
Right to Buy (1)	$ 58.9	02/03/2004		A	5,000	(3)	02/03/2014	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIDEON FRANK C FRANK C VIDEON FUNERAL HOME SPROUL & LAWRENCE ROADS BROOMALL, PA 19008	X			

Signatures

Frank C. Videon, Sr.	10/29/2004
**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, and 1998 Stock Option Plans for Non-Employee directors, which are 16b-3 plans.

(2) Each 5.95% Convertible Trust Preferred Security is convertible at any time on or after the occurrence of certain events described below and prior to 5:00 p.m., New York City time, on the business day immediately preceding the date of repayment of such preferred security, whether at stated maturity (i.e. March 11, 2032) or upon redemption, at the option of the holder thereof, into shares of Commerce Bancorp, Inc.'s common stock at an initial conversion ratio of 0.9478 shares of Commerce Bancorp, Inc. common stock for each preferred security, subject to adjustment under certain circumstances.

(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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