

HILL VERNON W II  
Form 4  
March 10, 2005

**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 \*  
HILL VERNON W II

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO & President

(Last) (First) (Middle)

COMMERCE BANCORP,  
INC, 1701 ROUTE 70 EAST

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/21/2004

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

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 1,292,680 <sup>(1)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 87,872 <sup>(1)</sup>   | I  | By Wife                                    |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 71,496 <sup>(1)</sup>   | I  | InterArch                                  |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 325,808 <sup>(1)</sup>  | I  | InterArch PS Plan                          |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 245,572 <sup>(1)</sup>  | I  | Hill Family Trust                          |

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|              |            |  |   |    |   |                    |                   |                   |                            |
|--------------|------------|--|---|----|---|--------------------|-------------------|-------------------|----------------------------|
| Common Stock |            |  |   |    |   | 322,140 <u>(1)</u> | I                 | Hill Foundation   |                            |
| Common Stock |            |  |   |    |   | 305,446 <u>(1)</u> | I                 | J.V. Properties   |                            |
| Common Stock |            |  |   |    |   | 291,084 <u>(1)</u> | I                 | S. J. Dining      |                            |
| Common Stock |            |  |   |    |   | 297,332 <u>(1)</u> | I                 | U. S. Restaurants |                            |
| Common Stock |            |  |   |    |   | 207,360 <u>(1)</u> | I                 | Site Development  |                            |
| Common Stock | 07/21/2004 |  | L | 34 | A | \$ 24.64           | 0 <u>(1)</u>      | I                 | Galloway National Golf     |
| Common Stock | 10/20/2004 |  | L | 30 | A | \$ 28.46           | 0 <u>(1)</u>      | I                 | Galloway National Golf     |
| Common Stock | 01/20/2005 |  | L | 34 | A | \$ 28.85           | 9,045 <u>(1)</u>  | I                 | Galloway National Golf     |
| Common Stock |            |  |   |    |   |                    | 6,300 <u>(1)</u>  | I                 | 401(k) <u>(4)</u>          |
| Common Stock |            |  |   |    |   |                    | 75,296 <u>(1)</u> | I                 | ESOP Allocation <u>(5)</u> |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Right to Buy <u>(2)</u>                    | \$ 31.38   | 03/08/2005                           |  | A                              | 200,000   | <u>(3)</u>   | 03/08/2015  | Common Stock | 200,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| HILL VERNON W II<br>COMMERCE BANCORP, INC<br>1701 ROUTE 70 EAST<br>CHERRY HILL, NJ 08034 | X             |           | Chairman, CEO & President |       |

## Signatures

Vernon W. Hill                      03/10/2005

\_\_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) Reflects the Company's two-for-one stock split, in the form of a 100% stock dividend, that was declared on February 15, 2005 and effective March 7, 2005.
- (2) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (3) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.
- (4) Includes shares acquired under the company's Dividend Reinvestment Plan.
- (5) Reflects ESOP Allocations that have occurred since the date of the reporting person's last ownership report.

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.