

COMMERCE BANCORP INC /NJ/

Form 4

October 22, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIFLORIO DENNIS M

(Last) (First) (Middle)

COMMERCE BANCORP
INC, 1701 ROUTE 70 EAST

(Street)

CHERRY HILL, NJ 08034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

COMMERCE BANCORP INC /NJ/
[CBH]

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

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	10/20/2004 ⁽¹⁾		J	15	A	\$ 56.92	317,202	D
Common Stock							25,638	I
Common Stock ⁽⁵⁾							3,845	I
Common Stock							17,473	I
								ESOP Allocation

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)	8. Amount or Number of Shares
Right to Buy ⁽²⁾	\$ 16.1					12/16/1998 12/16/2007	Common Stock	72,340
Right to Buy ⁽²⁾	\$ 21.85					12/15/1999 12/15/2008	Common Stock	55,120
Right to Buy ⁽²⁾	\$ 19.28					12/21/2000 12/21/2009	Common Stock	104,998
Right to Buy ⁽²⁾	\$ 30.6					01/31/2002 01/31/2011	Common Stock	100,000
Right to Buy ⁽²⁾	\$ 40.12					02/04/2003 02/04/2012	Common Stock	75,000
5.95% Conv Trust Pref Sec of Comm Cap Trust II	⁽³⁾					⁽³⁾ 03/11/2032 ⁽³⁾	Common Stock	1,895
Right to Buy ⁽²⁾	\$ 42.8					⁽⁴⁾ 02/18/2013	Common Stock	18,750
Right to Buy ⁽²⁾	\$ 58.9					⁽⁴⁾ 02/03/2014	Common Stock	18,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DIFLORIO DENNIS M
COMMERCE BANCORP INC
1701 ROUTE 70 EAST
CHERRY HILL, NJ 08034

Executive
Vice
President

Signatures

Dennis M. 10/22/2004
DiFlorio

__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) J Purchase under DRIP.

(2) Granted under the Company's 1994 and 1997 Employee Stock Option Plans, which are 16b-3 plans.

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,

(3) 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.

(4) The stock options are exercisable in 25% increments on the 2nd, 3rd, 4th and 5th anniversaries of the grant date.

(5) J(9) Clerical Error

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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