

DIFRANCESCO DONALD T
 Form 4
 October 22, 2004

FORM 4

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

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).

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 *
 DIFRANCESCO DONALD T

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)
 DEFRANCESCO BATEMAN
 COLEY YOSPIN KUNZMAN, 15
 MOUNTAIN BLVD
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

WARREN, NJ 07059
 (City) (State) (Zip)

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

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)
Common Stock					3,101	D	
Common Stock					550	I	Wife
Common Stock	10/20/2004		J(1)	8 A	\$ 56.92	I	Wife Drip
Common Stock					148	I	Wife ESOP Allocation
Common Stock					354	I	Wife 401K

Common
Stock

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Right to Buy ⁽²⁾	\$ 40.12					02/04/2003 02/04/2012	Common Stock 5,000	
Right to Buy ⁽²⁾	\$ 42.8					⁽³⁾ 02/18/2013	Common Stock 5,000	
Right to Buy ⁽²⁾	\$ 58.9					⁽³⁾ 02/03/2014	Common Stock 5,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DIFRANCESCO DONALD T
DEFRANCESCO BATEMAN COLEY YOSPIN KUNZMAN
15 MOUNTAIN BLVD
WARREN, NJ 07059

X

Signatures

Donald T.
DiFrancesco 10/22/2004

 **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) J(1) Purchase under DRIP

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

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