COMMERCE BANCORP INC /NJ/

Form 4 March 10, 2005

FORM 4

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

OMB 3235-0287 Number:

burden hours per

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JORDAN C EDWARD JR		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) COMMERCE BANCORP INC, 1701 ROUTE 70 EAST		3. Date of Earliest Transaction (Month/Day/Year) 02/02/2005					X Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President				
(Street)		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
CHERRY HILL, NJ 08003			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative S	Secur	ities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	Code (Instr.	8)	4. Securi on Acquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or	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)	
Common Stock	02/02/2005			Code G	V V	Amount 2,000	(D)	Price \$ 0	274,754 (1)	D	
Common Stock	02/02/2005			G		750	A	\$ 0	4,600 (1)	I	ITF Minor Son
Common Stock	02/02/2005			G		750	A	\$0	4,600 <u>(1)</u>	I	ITF Minor Daughter
Common Stock									64,447 <u>(1)</u>	I	ESOP Allocation

(2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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 (3)	\$ 31.38	03/08/2005		A	15,000	<u>(4)</u>	03/08/2015	Common Stock	15,000	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JORDAN C EDWARD JR COMMERCE BANCORP INC 1701 ROUTE 70 EAST CHERRY HILL, NJ 08003	X		Executive Vice President				

Signatures

C. Edward Jordan, Jr.	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) Reflects ESOP Allocations that have occurred since the date of the reporting person's last ownership report.
- (3) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (4) 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.

Reporting Owners 2

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