COMMERCE BANCORP INC /NJ/

Form 4

December 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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January 31, 2005

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MUSUMECI PETER M JR	2. Issuer Name and Ticker or Trading Symbol COMMERCE BANCORP INC /NJ/	5. Relationship of Reporting Person(s) to Issuer		
	[CBH]	(Check all applicable)		
(Last) (First) (Middle) COMMERCE BANCORP INC, 1701 ROUTE 70 EAST	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2006	Director 10% Owner Street Other (give title Other (specify below) below) Executive Vice President		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		

CHERRY HILL, NJ 08034

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

(City)	(State)	Tab	le I - Non-l	Derivative	Secur	rities Acq	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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	12/06/2006		M	88,192	A	\$ 10.92	0	D	
Common Stock	12/06/2006		S(2)	69,256	D	\$ 35.34	0	D	
Common Stock	12/01/2006		G	5,000	D	\$ 0	411,702	D	
Common Stock							15,350	I	Musumeci Foundation
Common Stock							62,085	I	ESOP Allocation

(1)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Nu	ımber of	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	ctionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Secui	Securities (Month/Day/Year)		ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)						
	Derivative				or Di	sposed of				
	Security				(D)					
					(Instr	: 3, 4,				
					and 5	<u>(</u>				
							Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A)	(D)				of Shares
Right to Buy (3)	\$ 10.92	12/06/2006		M		88,192	12/15/1999	12/15/2008	Common Stock	88,192

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
MUSUMECI PETER M JR			Executive					
COMMERCE BANCORP INC			Vice					
1701 ROUTE 70 EAST			. 100					
CHERRY HILL, NJ 08034			President					

Signatures

Peter M.
Musumeci, Jr.

**Signature of Reporting

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 ESOP allocations that have occurred since the date of the reporting person's last ownership report.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 31, 2006.

Reporting Owners 2

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- (3) Granted under the Company's 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
- (4) Reflects the Company's two-for-one stock split, in the form of a 100% stock dividend, that was declared on February 15, 2005.

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.