

BERSHAD JACK R

Form 4/A

November 02, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERSHAD JACK R

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)  
C/O BLANK ROME LLP, ONE  
LOGAN SQUARE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2004

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

(Street)  
PHILADELPHIA, PA 19103-6998

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/17/2004

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

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |         |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|---------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |         |
| Common<br>Stock                       | 02/13/2004                              |                                                             | M                                       | V                                                                   | 3,344                                                                                                              | A                                                                    | \$ 5.36                                                           | 0       |
| Common<br>Stock                       | 02/13/2004                              |                                                             | F                                       | V                                                                   | 303                                                                                                                | D                                                                    | \$ 59.15                                                          | 0       |
| Common<br>Stock                       | 02/13/2004                              |                                                             | S                                       | V                                                                   | 3,041                                                                                                              | D                                                                    | \$ 58.98                                                          | 49,368  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      |                                                                   | 19,776  |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      |                                                                   | I       |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      |                                                                   | By Wife |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------|----------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration Date | Title                                                          | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 5.36                                                               | 02/13/2004                              |                                                             | M                                       | 3,344                                                                                                           | 05/24/1995                                                     | 05/24/2004      | Common<br>Stock                                                | 0                                   |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 5.82                                                               |                                         |                                                             |                                         |                                                                                                                 | 06/20/1996                                                     | 06/20/2005      | Common<br>Stock                                                | 3,1                                 |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 7.72                                                               |                                         |                                                             |                                         |                                                                                                                 | 06/18/1997                                                     | 06/18/2006      | Common<br>Stock                                                | 3,0                                 |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 12.82                                                              |                                         |                                                             |                                         |                                                                                                                 | 06/17/1998                                                     | 06/17/2007      | Common<br>Stock                                                | 2,8                                 |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 20.3                                                               |                                         |                                                             |                                         |                                                                                                                 | 06/29/1999                                                     | 06/28/2008      | Common<br>Stock                                                | 34,4                                |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 21.84                                                              |                                         |                                                             |                                         |                                                                                                                 | 01/19/2000                                                     | 01/19/2009      | Common<br>Stock                                                | 3,1                                 |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>   | \$ 30.6                                                               |                                         |                                                             |                                         |                                                                                                                 | 01/31/2002                                                     | 01/31/2011      | Common<br>Stock                                                | 6,0                                 |

|                                                                         |                |                |                           |                 |                      |
|-------------------------------------------------------------------------|----------------|----------------|---------------------------|-----------------|----------------------|
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 40.12       | 02/04/2003     | 02/04/2012                | Common<br>Stock | 5,000                |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 19.28       | 12/21/2000     | 12/21/2009                | Common<br>Stock | 3,125                |
| 5.95%<br>Convertible<br>Trust<br>Preferred<br>Securities <sup>(3)</sup> | <sup>(2)</sup> | <sup>(2)</sup> | 03/11/2032 <sup>(2)</sup> | Common<br>Stock | 1,800 <sup>(3)</sup> |
| 5.95%<br>Convertible<br>Trust<br>Preferred<br>Securities <sup>(3)</sup> | <sup>(2)</sup> | <sup>(2)</sup> | 03/11/2032 <sup>(2)</sup> | Common<br>Stock | 947                  |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 42.8        | 02/18/2004     | 02/18/2013                | Common<br>Stock | 1,250                |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 42.8        | 02/18/2005     | 02/18/2013                | Common<br>Stock | 1,250                |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 42.8        | 02/18/2006     | 02/18/2013                | Common<br>Stock | 1,250                |
| Stock<br>Option<br>Right to<br>Buy <sup>(1)</sup>                       | \$ 42.8        | 02/18/2007     | 02/18/2013                | Common<br>Stock | 1,250                |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| BERSHAD JACK R<br>C/O BLANK ROME LLP<br>ONE LOGAN SQUARE<br>PHILADELPHIA, PA 19103-6998 | X             |           |         |       |

## Signatures

Jack R. Bershad

02/17/2004

\_\_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) Granted under the Company's 1989 and 1998 Stock Option Plans for Non-Employee Directors, which are each 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 pm, New York City time, on the business day immediately preceeding the date of repayment of such preferred security,

(2) 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.

(3) Of Commerce Capital Trust II.

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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