

NORCROSS GEORGE E III  
 Form 4  
 December 14, 2007

**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 \*  
 NORCROSS GEORGE E III

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO of Subsidiary

COMMERCE INSURANCE SERVICES, COMMERCE ATRIUM 1701 ROUTE 70 EAST  
 (Street)

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

CHERRY HILL, NJ 08034

(City) (State) (Zip)

**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                    | 12/12/2007                           |  | M                              | V Amount \$ 12,412 (A) or (D) A Price 8.05                        | 734,314   | D  |   |
| Common Stock                    |                                      |  |                                |   | 28,409  | I  | 401(k)  |
| Common Stock                    |                                      |  |                                |   | 7,068   | I  | 401(k) Allocation                                     |
| Common Stock                    |                                      |  |                                |   | 2   | I  | By Wife - DRIP  |
|                                 |                                      |  |                                |   | 2,623   | I  |   |

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|              |         |   |  |                                  |
|--------------|---------|---|--|----------------------------------|
| Common Stock |         |   |  | By Wife - IRA                    |
| Common Stock | 9,783   | I |  | c/f Minor Children               |
| Common Stock | 354,429 | I |  | Grantor Trust for Minor Children |

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) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|------------------|
|  |  |                                      |  |                                | (A)  | (D)    | Date Exercisable   | Expiration Date |   |                  |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 8.05  | 10/02/2007                           |  | G V                            |  | 25,913 | 12/16/1998   | 12/16/2007      | Common Stock  | 202              |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 8.05  | 10/02/2007                           |  | G V                            | 25,913   |        | 12/16/1998   | 12/16/2007      | Common Stock  | 25               |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 8.05  | 12/12/2007                           |  | M                              |  | 12,412 | 12/16/1998   | 12/16/2007      | Common Stock  | 176              |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 10.93   | 10/02/2007                           |  | G V                            |  | 32,196 | 12/15/1999   | 12/15/2008      | Common Stock  | 220              |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 10.93   | 10/02/2007                           |  | G V                            | 32,196   |        | 12/15/1999   | 12/15/2008      | Common Stock  | 32               |
| Right to Buy <sup>(1)</sup> <sub>(2)</sub> | \$ 9.64  | 10/02/2007                           |  | G V                            |  | 28,272 | 12/21/2000   | 12/21/2009      | Common Stock  | 209              |

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|   |          |            |   |   |        |                |            |              |     |
|---|----------|------------|---|---|--------|----------------|------------|--------------|-----|
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 9.64  | 10/02/2007 | G | V | 28,272 | 12/21/2000     | 12/21/2009 | Common Stock | 28, |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 15.3  | 10/02/2007 | G | V | 31,070 | 01/31/2002     | 01/31/2011 | Common Stock | 200 |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 15.3  | 10/02/2007 | G | V | 31,070 | 01/31/2002     | 01/31/2011 | Common Stock | 31, |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 20.06 | 10/02/2007 | G | V | 32,786 | 02/04/2003     | 02/04/2012 | Common Stock | 200 |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 20.06 | 10/02/2007 | G | V | 32,786 | 02/04/2003     | 02/04/2012 | Common Stock | 32, |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 21.4  | 10/02/2007 | G | V | 14,788 | <sup>(3)</sup> | 02/18/2013 | Common stock | 200 |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 21.4  | 10/02/2007 | G | V | 14,788 | <sup>(3)</sup> | 02/18/2013 | Common Stock | 14, |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 29.45 | 10/02/2007 | G | V | 6,196  | <sup>(3)</sup> | 02/03/2014 | Common Stock | 200 |
| Right to Buy <sup>(1)</sup><br><u>(2)</u> | \$ 29.45 | 10/02/2007 | G | V | 6,196  | <sup>(3)</sup> | 02/03/2014 | Common Stock | 6,  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| NORCROSS GEORGE E III<br>COMMERCE INSURANCE SERVICES<br>COMMERCE ATRIUM 1701 ROUTE 70 EAST<br>CHERRY HILL, NJ 08034 | X             |           | Chairman &<br>CEO of<br>Subsidiary |       |

## Signatures

George E.  
Norcross, III

12/14/2007

  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 1997 & 2004 Employee Stock Option Plans, which are 16b-3 plans.
  - (2) Reflects the Company's two-for-one stock split, in the form of a 100% stock dividend, that was declared on February 15, 2005.
  - (3) The stock options were accelerated on December 16, 2005.
  - (4) Reported transaction involves the reporting person's transfer of options to a Grantor Trust for his minor children.

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