#### COMMERCE BANCORP INC /NJ/

Form 4 April 02, 2008

# FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TARQUINI JOSEPH T JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol COMMERCE BANCORP INC /NJ/ [CBH]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) ONE ORCI	ast) (First) (Middle) 3. Date o			of Earliest Transaction Day/Year)				X Director 10% Owner Officer (give title below) Other (specify below)			
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BERLIN, NJ 08009								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecurit	ies Acc	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	y (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)			
Common Stock	03/31/2008			J <u>(1)</u>	910,210	D	<u>(1)</u>	0	D		
Common Stock	03/31/2008			<u>J(1)</u>	9,392	D	(1)	0	I	Tarquini Foundation	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly											

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Right to Buy (2)	\$ 36.37	03/31/2008		<u>J(3)</u>		3,750	(3)	03/14/2016	Common Stock	3,750	
Right to Buy (2)	\$ 33.12	03/31/2008		J(3)		5,625	(3)	03/20/2017	Common Stock	5,625	
Right to Buy (2)	\$ 36.84	03/31/2008		J(3)		7,500	(3)	02/18/2018	Common Stock	7,500	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b> - m	Director	10% Owner	Officer Other				
TARQUINI JOSEPH T JR ONE ORCHARD DRIVE BERLIN, NJ 08009	X						

## **Signatures**

Reporting Person

Joseph T.
Tarquini, Jr.

\*\*Signature of 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).
- Shares disposed of as a result of the merger between Commerce Bancorp, Inc. (CBH) and The Toronto-Dominion Bank (TD) pursuant to which each share of CBH common stock was exchanged for 0.4142 shares of TD common stock having a market value of \$59.60 per share on the effective date of the merger and \$10.50 in cash.
- (2) Granted under the Company's 1998 Non-Employee Directors' Stock Option Plan, which is a 16b-3 plans.
  - Per the terms of the Merger Agreement with TD, UPON COMPLETION OF THE MERGER, each outstanding option to purchase CBH common stock was converted to an option to purchase TD common stock on substantially the same terms, except that the number of
- (3) options was adjusted by multiplying the number of CBH options by 0.5522, the grant price was adjusted by dividing the CBH grant price by 0.5522, and the options became immediately exercisable at the effective time of the merger and will remain exercisable until the expiration date of the option.

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