#### COMMERCE BANCORP INC /NJ/

Form 4

February 19, 2008

## 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:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

02/14/2008

(Print or Type Responses)

31	, , , , , , , , , , , , , , , , , , ,										
SCHWARTZ WILLIAM A JR  Symbo  COM			Symbol	nbol DMMERCE BANCORP INC /NJ/				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) U.S. VISIO	(Last) (First) (Middle) 3. Date of (Month/D • VISION, PO BOX 124 01/18/20				ransaction		_	X Director 10% Owner Officer (give title below) Other (specify below)			
Filed(Mor				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
GLENDORA, NJ 08029  — Form thed by More than One Reporting Person											
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8)	4. Securitie on Disposed (Instr. 3, 4 a	d of (D	))	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	02/14/2008			Code V M	Amount 41,336	(D)	Price \$ 10.15	86,901 (1)	D		
Common Stock	02/14/2008			M	6,300	A	\$ 10.92	93,201	D		
Common Stock	02/14/2008			M	6,300	A	\$ 9.64	99,501	D		
Common Stock	02/14/2008			M	12,000	A	\$ 15.3	111,501	D		

M

10,000

121,501

20.06

D

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Common Stock	02/14/2008	M	10,000	A	\$ 21.4	131,501	D
Common Stock	02/14/2008		10,000				D
Common Stock	02/14/2008	M	7,500	A	\$ 31.38	149,001	D
Common Stock	02/14/2008	M	1,875	A	\$ 36.37	150,876	D
Common Stock	02/14/2008	S	105,311	D	\$ 37.36	45,565	D

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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 (2)	\$ 10.15	02/14/2008		M	41,336	06/29/1999	06/29/2008	Common Stock	41,336
Right to Buy (2)	\$ 10.92	02/14/2008		M	6,300	01/19/2000	01/19/2009	Common Stock	6,300
Right to Buy (2)	\$ 9.64	02/14/2008		M	6,300	12/21/2000	12/21/2009	Common Stock	6,300
Right to Buy (2)	\$ 15.3	02/14/2008		M	12,000	01/31/2002	01/31/2011	Common Stock	12,000
Right to Buy (2)	\$ 20.06	02/14/2008		M	10,000	02/04/2003	02/04/2012	Common Stock	10,000
Right to Buy (2)	\$ 21.4	02/14/2008		M	10,000	<u>(3)</u>	02/18/2013	Common Stock	10,000
Right to Buy (2)	\$ 29.45	02/14/2008		M	10,000	(3)	02/03/2014	Common Stock	10,000

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Right to Buy (2)	\$ 31.38	02/14/2008	M	7,500	(3)	03/08/2015	Common Stock	7,500
Right to Buy (2)	\$ 36.37	02/14/2008	M	1,875	<u>(4)</u>	03/14/2016	Common Stock	7,500

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHWARTZ WILLIAM A JR
U.S. VISION
PO BOX 124
GLENDORA, NJ 08029

### **Signatures**

William
Schwartz, Jr.

\*\*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) Includes 145 shares acquired on 1/18/08 under the Company's Dividend Reinvestment Plan.
- (2) Granted under the Company's 1989 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.
- (3) Under the original terms, the stock options were exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date. In December 2005, the Board of Directors accelerated all unvested stock options to become immediately exercisable.
- (4) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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