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COMMERCE BANCORP INC /NJ/ Form 4 April 02, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEWIS STEVEN M Issuer Symbol COMMERCE BANCORP INC /NJ/ (Check all applicable) [CBH] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) U.S. RESTAURANTS, INC., 1780 03/31/2008 SWEDE ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BLUE BELL, PA 19401 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) Direct (D) Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount Price (D) Common **J**(1) 03/31/2008 401,426 D 0 D (1) Stock Common **ITF Minor** 03/31/2008 **J**(1) 17,402 0 I D (1)Stock Son-DRIP Common **ITF Minor** 03/31/2008 **J**(1) 17,402 D (1) 0 I Stock Son-DRIP Common J(1)Ι 0 03/31/2008 291,084 D (1) S.J. Dining Stock U.S. Common 03/31/2008 **J**(1) 297,332 D 0 Ι (1)Stock Restaurants

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Common Stock	03/31/20	08	1 <u>(1)</u>	4,446	D	0	Ι	US Restaura Deferred Comp. P	l	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.										
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. Transactic Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) (Instr. 3 and 4)		Securities	8. I Der Sec (In	
						Date Exercisable	Expiration Date	Title	Amount or Number of	

			Code V (A)) (D)				Shares
Right to Buy (2)	\$ 36.37	03/31/2008	J <u>(3)</u>	5,625	(3)	03/14/2016	Common Stock	7,500
Right to Buy (2)	\$ 33.12	03/31/2008	J <u>(3)</u>	7,500	(3)	03/20/2017	Common Stock	7,500
Right to Buy $\frac{(2)}{2}$	\$ 36.84	03/31/2008	J <u>(3)</u>	7,500	(3)	02/18/2018	Common Stock	7,500

Reporting Owners

Reporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherLEWIS STEVEN M
U.S. RESTAURANTS, INC.
1780 SWEDE ROAD
BLUE BELL, PA 19401XVersionVersion

Signatures

Steven M.	04/02/2008			
Lewis	04/02/2008			
<u>**</u> Signature of Reporting Person	Date			
Reporting reison				

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
 (1) 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 Plans, which are 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.

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.