

BERSHAD JACK R
Form 4/A
November 02, 2004

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 *
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

(Street)

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

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

PHILADELPHIA, PA 19103-6998

(City) (State) (Zip)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|---------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/13/2004 | | M | V | 3,344 | A | \$ 5.36 0 | D | |
| Common Stock | 02/13/2004 | | F | V | 303 | D | \$ 59.15 0 | D | |
| Common Stock | 02/13/2004 | | S | V | 3,041 | D | \$ 58.98 49,368 | D | |
| Common Stock | | | | | | | 19,776 | I | By Wife |

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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| Stock Option Right to Buy ⁽¹⁾ | \$ 5.36 | 02/13/2004 | | M | 3,344 | 05/24/1995 05/24/2004 | Common Stock | 0 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 5.82 | | | | | 06/20/1996 06/20/2005 | Common Stock | 3,1 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 7.72 | | | | | 06/18/1997 06/18/2006 | Common Stock | 3,0 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 12.82 | | | | | 06/17/1998 06/17/2007 | Common Stock | 2,8 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 20.3 | | | | | 06/29/1999 06/28/2008 | Common Stock | 34,4 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 21.84 | | | | | 01/19/2000 01/19/2009 | Common Stock | 3,1 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 30.6 | | | | | 01/31/2002 01/31/2011 | Common Stock | 6,0 |

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BERSHAD JACK R C/O BLANK ROME LLP ONE LOGAN SQUARE 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. 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.