

COMMERCE BANCORP INC /NJ/  
Form 4  
January 31, 2008

**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 \*  
**LEWIS STEVEN M**

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)  
**US RESTAURANTS INC, 1780 SWEDE ROAD**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/30/2008**

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

**BLUE BELL, PA 19401**

(City) (State) (Zip)

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

**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)			
				(A) or (D)	Price					
Common Stock	01/30/2008		M	V	66,140	A	\$ 10.15	390,286	D	
Common Stock	01/30/2008		M		10,000	A	\$ 20.06	400,286	D	
Common Stock	01/30/2008		M		10,000	A	\$ 21.4	410,286	D	
Common Stock	01/30/2008		M		7,500	A	\$ 31.38	417,786	D	
Common Stock	01/30/2008		M		6,300	A	\$ 10.92	424,086	D	

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Common Stock	01/30/2008	M	12,000	A	\$ 15.3	436,086	D	
Common Stock	01/30/2008	M	10,000	A	\$ 29.45	446,086	D	
Common Stock	01/30/2008	M	6,300	A	\$ 9.64	452,386	D	
Common Stock	01/30/2008	M	1,875	A	\$ 36.37	454,261	D	
Common Stock	01/30/2008	S	52,835	D	\$ 37.87	401,426	D	
Common Stock						17,402	I	ITF Minor Son - DRIP
Common Stock						17,402	I	ITF Minor Son - DRIP
Common Stock						291,084	I	S.J. Dining
Common Stock						297,332	I	U.S. Restaurants
Common Stock						4,446	I	US Restaurants Deferred Comp. Plan

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) (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)	Amount or Number of Shares
Right to Buy <sup>(1)</sup>	\$ 10.15	01/30/2008		M	66,140	06/29/1999 06/29/2008	Common Stock	66,140

Right to Buy <sup>(1)</sup>	\$ 10.92	01/30/2008	M	6,300	01/19/2000	01/19/2009	Common Stock	6,300
Right to Buy <sup>(1)</sup>	\$ 9.64	01/30/2008	M	6,300	12/21/2000	12/21/2009	Common Stock	6,300
Right to Buy <sup>(1)</sup>	\$ 15.3	01/30/2008	M	12,000	01/31/2002	01/31/2011	Common Stock	12,000
Right to Buy <sup>(1)</sup>	\$ 20.06	01/30/2008	M	10,000	02/04/2003	02/04/2012	Common Stock	10,000
Right to Buy <sup>(1)</sup>	\$ 21.4	01/30/2008	M	10,000	<sup>(2)</sup>	02/16/2013	Common Stock	10,000
Right to Buy <sup>(1)</sup>	\$ 29.45	01/30/2008	M	10,000	<sup>(2)</sup>	02/03/2014	Common Stock	10,000
Right to Buy <sup>(1)</sup>	\$ 31.38	01/30/2008	M	7,500	<sup>(2)</sup>	03/08/2015	Common Stock	7,500
Right to Buy <sup>(1)</sup>	\$ 36.37	01/30/2008	M	1,875	<sup>(3)</sup>	03/14/2016	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS STEVEN M US RESTAURANTS INC 1780 SWEDE ROAD BLUE BELL, PA 19401		X		

## Signatures

Steven M.  
Lewis

01/31/2008

    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 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.
- (2) Under the original terms, the stock options were exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.
- (3) The stock options are exercisable in 25% increments on the 1st, 2nd, 3rd, and 4th anniversaries of the grant date.

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.