#### COMMERCE BANCORP INC /NJ/

Form 4

February 25, 2008

# FORM 4

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

**OMB** Number:

3235-0287

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Check this box if no longer

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

January 31, Expires: 2005

**OMB APPROVAL** 

Issuer

Estimated average

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

burden hours per

subject to Section 16. 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

2. Issuer Name and Ticker or Trading

COMMERCE BANCORP INC /NJ/

Symbol

1(b).

(Print or Type Responses)

LEWIS STEVEN M

1. Name and Address of Reporting Person \*

			[CBH]				(Check all applicable)			
(Last) (First) (Middle)  US RESTAURANTS INC, 1780 SWEDE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/19/2008				_X_ Director Officer (g below)		10% Owner Other (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
BLUE BELL, PA 19401			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securities A	cquired, Dispose	d of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med n Date, if Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5)  (A) or	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)	
Stock							401,420	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	

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			US
Common	4,446	I	Restaurants
Stock	4,440		Deferred
			Comp. Plan

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.

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#### 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)	4. Transacti 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)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy (1)	\$ 36.84	02/19/2008	A	7,500	(2)	02/19/2018	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					
Cianaturas						

## Signatures

Steven M. 02/25/2008 Lewis Date

\*\*Signature of Reporting Person

## **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).

Reporting Owners 2

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- (1) Granted under the Company's 1998 Stock Option Plans for Non-Employee Directors, which are 16b-3 plans.
- (2) The stock options were 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.