

HILL VERNON W II
 Form 4
 January 05, 2005

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 *
HILL VERNON W II

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

COMMERCE BANCORP, INC., 1701 ROUTE 70 EAST
 (Street)

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

CHERRY HILL, NJ 08034

(City) (State) (Zip)

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)
Common Stock	01/03/2005		M	V Amount (A) or (D) Price 100,496 A \$ 5.87	0	D	
Common Stock	01/03/2005		F	V Amount (A) or (D) Price 30,867 D \$ 64.47	673,229	D	
Common Stock					43,936	I	By Wife
Common Stock					35,748	I	InterArch
Common Stock					162,904	I	InterArch PS PPlan

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Common Stock	122,786	I	Hill Family Trust
Common Stock	134,798	I	Hill Foundation
Common Stock	152,056	I	J.V. Properties
Common Stock	145,542	I	S. J. Dining
Common Stock	148,666	I	U.S. Restaurants
Common Stock	103,680	I	Site Development
Common Stock	4,473	I	Galloway National Golf
Common Stock	2,835	I	401(k)
Common Stock	37,146	I	ESOP Allocation

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy ⁽¹⁾	\$ 5.87	01/03/2005		M	100,496	01/02/1996	01/02/2005	Common Stock	0

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HILL VERNON W II
COMMERCE BANCORP, INC. X Chairman, CEO & President
1701 ROUTE 70 EAST
CHERRY HILL, NJ 08034

Signatures

Vernon W. Hill, 01/03/2005
II

__Signature of Date
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).
- (1) Granted under the Company's 1994 and 1997 Employee Stock Option Plans, which are 16b-3 plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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