

COMMERCE BANCORP INC /NJ/  
Form 4  
February 25, 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)  
**02/19/2008**

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

**BLUE BELL, PA 19401**

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					401,426	D	
Common Stock					17,402	I	ITF Minor Son-DRIP
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Common Stock					291,084	I	S.J. Dining
Common Stock					297,332	I	U.S. Restaurants



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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.

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