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COMMERCE BANCORP INC /NJ/

Form 4 April 02, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

Check this box if no longer subject to Section 16.

January 31, Expires:

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

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

03/31/2008

Stock

1. Name and A BERSHAD .	Symbol	COMMERCE BANCORP INC /NJ/				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mont			Date of Earliest Transaction Month/Day/Year) 3/31/2008			X Director Officer (gi below)		Owner or (specify	
PHILADEL	(Street) PHIA, PA 19106		ndment, Da th/Day/Year)	U		Applicable Line) _X_ Form filed by Form filed by	Joint/Group Filing y One Reporting Per More than One Re	erson	
(City)	(State) (Zip	o) Table	e I - Non-D	erivative S	Securities .	Person Acquired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	aı		a Date, if Transaction(A) or Disposed of Code (D)		- · · -	5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported			
~			Code V	Amount	or (D) Pr	(Instr. 3 and 4)			
Common Stock	03/31/2008		<u>J(1)</u>	10,991	D (1)	0	D		
Common	03/31/2008		T (1)	1 053	D (1)	0	T	Ry Wife	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

J(1)

4,953

D

(1)

0

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

By Wife

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De

De Se	Title of crivative curity astr. 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. Transactic Code (Instr. 8)	5. Number to for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		rivative Expiration Date ities (Month/Day/Year) ired r osed of . 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	ight to uy (2)	\$ 36.37	03/31/2008		J <u>(3)</u>		7,500	(3)	03/14/2016	Common Stock	7,500	
	ight to uy (2)	\$ 33.12	03/31/2008		J(3)		7,500	(3)	03/20/2017	Common Stock	7,500	
	ight to	\$ 36.84	03/31/2008		J <u>(3)</u>		7,500	(3)	02/19/2018	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer Other				
BERSHAD JACK R 227 SOUTH 6TH STREET PHILADELPHIA, PA 19106	X						

Signatures

Jack R. Bershad

04/02/2008

**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).
- Shares disposed of as a result of the merger between Commerce Bancorp, Inc. (CBH) and the Toronto-Dominion Bank (TD) pursuant to (1) which each share of CBH common stock was exchanged for 0.4142 shares of TD common stock having a market value of \$59.60 per share on the effective date of the merger and \$10.50 in cash.
- (2) Granted under the Company's 1998 Stock Option Plan for Non-Employee Directors, which is a 16b-3 plan.
 - Per the terms of the Merger Agreement with TD, UPON COMPLETION OF THE MERGER, each outstanding option to purchase CBH common stock was converted to an option to purchase TD common stock on substantially the same terms, except that the number of
- (3) options was adjusted by multiplying the number of CBH options by 0.5522, the grant price was adjusted by dividing the CBH grant price by 0.5522, and the options became immediately exercisable at the effective time of the merger and will remain exercisable until the expiration date of the option.

Reporting Owners 2

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