

COMMERCE BANCORP INC /NJ/

Form 4

April 02, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RAGONE DANIEL J

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)

26 ELLIS STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2008

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

HADDONFIELD, NJ 08033

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) | Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/31/2008                           |                                                    | J(1)                           |                                                                   | 155,249 | D          | (1)   | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 03/31/2008                           |                                                    | J(1)                           |                                                                   | 54,693  | D          | (1)   | 0                                                                                             | I                                                        | By Wife                                               |
| Common Stock                    | 03/31/2008                           |                                                    | J(1)                           |                                                                   | 21,062  | D          | (1)   | 0                                                                                             | I                                                        | By Wife-DRIP                                          |
| Common Stock                    | 03/31/2008                           |                                                    | J(1)                           |                                                                   | 1,900   | D          | (1)   | 0                                                                                             | I                                                        | By Wife-IRA                                           |
| Common Stock                    | 03/31/2008                           |                                                    | J(1)                           |                                                                   | 14,300  | D          | (1)   | 0                                                                                             | I                                                        | Daniel J. Ragone Family                               |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Right to<br>Buy <u>(2)</u>                          | \$ 15.3                                                               | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 12,000                                                         |     | 01/31/2002                                                          | 01/31/2011         | Common<br>Stock | 12,000                              |
| Right to<br>Buy <u>(2)</u>                          | \$ 20.06                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 10,000                                                         |     | 02/04/2003                                                          | 02/04/2012         | Common<br>Stock | 10,000                              |
| Right to<br>Buy <u>(2)</u>                          | \$ 21.4                                                               | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 10,000                                                         |     | <u>(3)</u>                                                          | 02/18/2013         | Common<br>Stock | 10,000                              |
| Right to<br>Buy <u>(2)</u>                          | \$ 29.45                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 10,000                                                         |     | <u>(3)</u>                                                          | 02/03/2014         | Common<br>Stock | 10,000                              |
| Right to<br>Buy <u>(2)</u>                          | \$ 31.38                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 7,500                                                          |     | <u>(3)</u>                                                          | 03/08/2015         | Common<br>Stock | 7,500                               |
| Right to<br>Buy <u>(2)</u>                          | \$ 36.37                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 7,500                                                          |     | <u>(3)</u>                                                          | 03/14/2016         | Common<br>Stock | 7,500                               |
| Right to<br>Buy <u>(2)</u>                          | \$ 33.12                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 7,500                                                          |     | <u>(3)</u>                                                          | 03/20/2017         | Common<br>Stock | 7,500                               |
| Right to<br>Buy <u>(2)</u>                          | \$ 36.84                                                              | 03/31/2008                              |                                                             | J <u>(3)</u>                            |                                                                                                              | 7,500                                                          |     | <u>(3)</u>                                                          | 02/18/2018         | Common<br>Stock | 7,500                               |

## Reporting Owners

| Reporting Owner Name / Address     | Relationships |           |         |       |
|------------------------------------|---------------|-----------|---------|-------|
|                                    | Director      | 10% Owner | Officer | Other |
| RAGONE DANIEL J<br>26 ELLIS STREET | X             |           |         |       |

HADDONFIELD, NJ 08033

## Signatures

Daniel J.

04/02/2008

Ragone

\_\_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).
- 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 1989 & 1998 Non-Employee Directors' Stock Option Plans, which are 16b-3 plans.
- 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.

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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