

COMMERCE BANCORP INC /NJ/
Form 4
January 31, 2008

FORM 4

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

OMB APPROVAL

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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)
01/30/2008

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

BLUE BELL, PA 19401

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	01/30/2008		M	66,140	A	\$ 10.15	390,286 D
Common Stock	01/30/2008		M	10,000	A	\$ 20.06	400,286 D
Common Stock	01/30/2008		M	10,000	A	\$ 21.4	410,286 D
Common Stock	01/30/2008		M	7,500	A	\$ 31.38	417,786 D
Common Stock	01/30/2008		M	6,300	A	\$ 10.92	424,086 D

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Common Stock	01/30/2008	M	12,000	A	\$ 15.3	436,086	D	
Common Stock	01/30/2008	M	10,000	A	\$ 29.45	446,086	D	
Common Stock	01/30/2008	M	6,300	A	\$ 9.64	452,386	D	
Common Stock	01/30/2008	M	1,875	A	\$ 36.37	454,261	D	
Common Stock	01/30/2008	S	52,835	D	\$ 37.87	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
Common Stock						4,446	I	US Restaurants 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 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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Right to Buy ⁽¹⁾	\$ 10.15	01/30/2008		M	66,140	06/29/1999	06/29/2008	Common Stock	66,140

