

COMMERCE BANCORP INC /NJ/

Form NT 10-K

February 29, 2008

OMB APPROVAL
OMB
Number: 3235-0058
Expires: April 30,
2009
Estimated average
burden hours per
response ... 2.50

SEC FILE NUMBER
1-12069

CUSIP NUMBER
200519106

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 12b-25
NOTIFICATION OF LATE FILING**

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2007

Transition Report on
Form 10-K

Transition Report on
Form 20-F

Transition Report on
Form 11-K

Transition Report on
Form 10-Q

Transition Report on
Form N-SAR

For the Transition Period
Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Commerce Bancorp, Inc.

Full Name of Registrant

Not applicable

Former Name if Applicable

Commerce Atrium, 1701 Route 70 East

Address of Principal Executive Office (*Street and Number*)

Cherry Hill, New Jersey 08034

City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

SEC 1344 (05-06) **Persons who are to 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.**

The Annual Report on Form 10-K (the Form 10-K) of Commerce Bancorp, Inc. (the Company) for the year ended December 31, 2007 cannot be filed within the prescribed time period due to a determination that certain information required by Part III of the Form 10-K that the Company would, in the ordinary course and in conformity with the General Instructions of Form 10-K, incorporate by reference from its proxy statement for the annual meeting of shareholders, cannot be so incorporated as further explained below. The Company anticipates that its merger with The Toronto-Dominion Bank will close prior to the time that the Company would be required to file its proxy materials pursuant to Regulation 14A. If the merger closes as anticipated, the Company will not solicit proxies or hold an annual meeting in 2008, nor will the Company file such proxy materials. Consequently, the Company requires additional time to compile the information required by Part III of the Form 10-K and include such information in the Company s Form 10-K.

(Attach extra Sheets if Needed)

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Douglas J. Pauls
(Name)

(856)
(Area Code)

751-9000
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Commerce Bancorp, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date February 29, 2008

By /s/ Douglas J. Pauls

Douglas J. Pauls
Executive Vice President and Chief
Financial Officer