

NORCROSS GEORGE E III
 Form 4
 January 24, 2006

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 *
 NORCROSS GEORGE E III

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/19/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO of Subsidiary

COMMERCE INSURANCE SERVICES, COMMERCE ATRIUM, 1701 ROUTE 70 EAST
 (Street)

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

CHERRY HILL, NJ 08034

(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 or Disposed of (A) or (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 | 10/20/2005 | | L ⁽¹⁾ | 12 A \$ 27.88 | 0 | D | |
| Common Stock | 10/27/2005 | | J | 3,082 A \$ 0 | 0 | D | |
| Common Stock | 10/19/2005 | | G ⁽²⁾ | 855 D \$ 0 | 717,250 | D | |
| Common Stock | 10/20/2005 | | L ⁽¹⁾ | 103 A \$ 29.05 | 27,336 | I | 401 (k) |
| | | | | | 6,863 | I | |

| Common Stock | Transaction Date | Code | Quantity | Deemed | Price | Expiration | Category | ESOP Allocation |
|--------------|------------------|------------------|----------|--------|----------|------------|----------|----------------------------------|
| Common Stock | 10/27/2005 | J | 3,082 | D | \$ 0 | 0 | I | By Wife - DRIP |
| Common Stock | 10/20/2005 | L ⁽¹⁾ | 12 | A | \$ 27.88 | 2 | I | By Wife - DRIP |
| Common Stock | | | | | | 2,588 | I | By Wife - IRA |
| Common Stock | 10/20/2005 | L ⁽¹⁾ | 24 | A | \$ 27.88 | 7,663 | I | c/f Minor Children |
| Common Stock | | | | | | 352,110 | I | Grantor Trust for Minor Children |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORCROSS GEORGE E III COMMERCE INSURANCE SERVICES COMMERCE ATRIUM, 1701 ROUTE 70 EAST | X | | Chairman & CEO of Subsidiary | |

CHERRY HILL, NJ 08034

Signatures

George E.
Norcross, III

01/24/2006

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).

- (1) Divident Reinvestment
- (2) Transfer among affiliates

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential 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 number.