

Edgar Filing: COMMERCE BANCORP INC /NJ/ - Form 4

COMMERCE BANCORP INC /NJ/
Form 4
March 10, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Videon, Sr., Frank C.

(Last) (First) (Middle)

Frank C. Videon Funeral Home
Sproul & Lawrence Roads

(Street)

Broomall, PA 19008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Commerce Bancorp, Inc. (CBH)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

177-14-8659

4. Statement for Month/Day/Year

February 2003

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) or (D) Price
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				
Common Stock				

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

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

* If the form is filed by more than one reporting person, see Instruction 4 (b) (v).

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.

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Right to Buy **	\$4.40					05/18/93 05/18/03	Common Stock 1,754
Right to Buy **	\$5.36					05/24/94 05/24/04	Common Stock 1,668
Right to Buy **	\$5.82					06/20/95 06/20/05	Common Stock 1,590
Right to Buy **	\$7.72					06/18/96 06/18/06	Common Stock 1,516
Right to Buy **	\$12.82					06/17/97 06/17/07	Common Stock 2,890
Right to Buy **	\$20.31					06/29/98 06/29/08	Common Stock 11,020
Right to Buy **	\$21.84					01/19/99 01/19/09	Common Stock 3,150
Right to Buy **	\$19.28					12/21/99 12/21/09	Common Stock 3,150
Right to Buy **	\$30.60					01/31/01 01/31/11	Common Stock 6,000
5.95% Convertible Trust Preferred Securities of Commerce Capital Trust II	(1)					(1) 03/11/32 (1)	Common Stock 1,895
5.95% Convertible Trust Preferred Securities of	(1)					(1) 03/11/32 (1)	Common Stock 1,895

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Commerce Capital
Trust II

5.95% Convertible Trust Preferred Securities of Commerce Capital Trust II	(1)	(1)	03/11/32	Common Stock	3,791	
Right to Buy **	\$42.80	2/18/03	*J	1,250	02/18/04 02/18/13 Common Stock	1,250
Right to Buy **	\$42.80	2/18/03	*J	1,250	02/18/05 02/18/13 Common Stock	1,250
Right to Buy **	\$42.80	2/18/03	*J	1,250	02/18/06 02/18/13 Common Stock	1,250
Right to Buy **	\$42.80	2/18/03	*J	1,250	02/18/07 02/18/13 Common Stock	1,250

Explanation of Responses:

(1) Each 5.95% Convertible Trust Preferred Security (each a "preferred security") is convertible upon the occurrence of the events described below and prior to 5:00 p.m., New York City time, on the date of repayment of such preferred security, whether at stated maturity (i.e. March 11, 2032) or at the option of the holder thereof, into shares of Commerce Bancorp, Inc.'s common stock at an adjusted conversion price of one share of Commerce Bancorp, Inc. common stock for each preferred security, subject to adjustment. The preferred securities are convertible into shares of Commerce Bancorp, Inc. common stock at an adjusted conversion price of one share of Commerce Bancorp, Inc. common stock for at least 20 trading days in a period of 30 consecutive trading days of any calendar quarter beginning with the quarter ending June 30, 2002 and ending with the quarter ending June 30, 2003, if (a) the conversion price then in effect on the last day of such calendar quarter, (b) the conversion price of the preferred securities is at or below \$42.80, (c) the preferred securities are called for redemption prior to March 11, 2032), or (d) specified corporate transactions have occurred as set forth in the indenture dated February 20, 2002 between Commerce Bancorp, Inc. and The Bank of New York, as Debenture Trustee.

*J Stock Options Granted 2003

/s/ Frank C. Videon, Sr.

2/20/03

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934 (as amended), the beneficial owner of any equity securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person.

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

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