

Edgar Filing: DIFRANCESCO DONALD T - Form 4

DIFRANCESCO DONALD T
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*

DiFrancesco Donald T.

(Last) (First) (Middle)

DiFrancesco, Bateman, Coley, Yospin, Kunzman, Davis & Lehrer, P.C.,
15 Mountain Blvd.

(Street)

Warren NJ 07059

(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)

153-34-9307

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)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price

 Common Stock

 Common Stock

 Common Stock

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).

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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. 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 **	\$40.12					02/04/03 02/14/12	Common Stock 5,000
Right to Buy **	\$42.80	02/18/03		*J	1,250	02/18/04 02/18/13	Common Stock 1,250
Right to Buy **	\$42.80	02/18/03		*J	1,250	02/18/05 02/18/13	Common Stock 1,250
Right to Buy **	\$42.80	02/18/03		*J	1,250	02/18/06 02/18/13	Common Stock 1,250
Right to Buy **	\$42.80	02/18/03		*J	1,250	02/18/07 02/18/13	Common Stock 1,250

Explanation of Responses: ** Granted under the Company's 1984, 1994 and 1997 Stock Option Plans,
*J Stock Options Granted 2003

/s/ Donald T. DiFrancesco

02/20/03

**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

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securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person.

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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