

PENNSYLVANIA COMMERCE BANCORP INC
 Form 3
 October 07, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ COMMERCE BANCORP INC /NJ/ (Last) (First) (Middle) COMMERCE ATRIUM, ^ 1701 RTE 70 E (Street) CHERRY HILL, ^ NJ ^ 08034-5400 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/29/2004	3. Issuer Name and Ticker or Trading Symbol PENNSYLVANIA COMMERCE BANCORP INC [COBH]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1.00 par value per share	283,400	D	^
Series A Preferred Stock, \$10.00 par value per share	40,000	D	^

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (right to buy)	Â <u>(1)</u>	10/07/2008	Common Stock	143,666 <u>(2)</u>	\$ 6.95 <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMMERCE BANCORP INC /NJ/ COMMERCE ATRIUM 1701 RTE 70 E CHERRY HILL, NJ 08034-5400	Â	Â X	Â	Â

Signatures

Douglas J. Pauls, Senior VP and CFO	10/07/2004
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The warrants are exercisable in the event of a "change of control" (as defined in the warrant agreement) of Pennsylvania Commerce Bancorp, Inc.
- (2) 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.

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.