

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40 - F

[Check One]

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.

For the fiscal year ended October 31, 2008 Commission File Number: 1 - 14678

CANADIAN IMPERIAL BANK OF COMMERCE

(Exact name of registrant as specified in its charter)

Canada

(Province or other jurisdiction
of incorporation or organization)

6029

(Primary Standard Industrial
Classification Code Number)

13-1942440

(I.R.S. Employer
Identification Number)

**Commerce Court
Toronto, Ontario
Canada, M5L 1A2
(416) 980-2211**

(Address and telephone number of
registrant's principal executive offices)

**Michael G. Capatides
Chief Administrative Officer and General Counsel
Canadian Imperial Bank of Commerce
425 Lexington Avenue – 3rd Floor
New York, New York, 10017
(212) 667-8301**

(Name, address (including zip code) and telephone number
(including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Shares	New York Stock Exchange
Index-Linked Notes due January 30, 2009 (Linked to the Dow Jones Industrial Average sm)*	NYSE Alternext US LLC
Index-Linked Notes due March 31, 2009 (Linked to the S&P 500® Index)*	NYSE Alternext US LLC
Principal Protected CIBC Optimizer Notes due January 30, 2009 Linked to a Basket of Ten U.S. Stocks*	NYSE Alternext US LLC
Principal Protected CIBC Optimizer Notes due April 30, 2009 Linked to a Basket of Ten U.S. Listed Stocks*	NYSE Alternext US LLC
Principal Protected CIBC Optimizer Notes due June 30, 2009 Linked to a Basket of Ten U.S. Stocks*	NYSE Alternext US LLC
Principal Protected CIBC Optimizer Notes due March 5, 2009 Linked to a Basket of Ten U.S. Stocks*	NYSE Alternext US LLC
Principal Protected CIBC Optimizer Notes due March 31, 2009 Linked to a Basket of Ten U.S. Stocks*	NYSE Alternext US LLC
Index-Linked Notes due August 1, 2011 (Linked to the NASDAQ 100 Index®)*	NYSE Alternext US LLC
Index-Linked Notes due August 31, 2011 (Linked to the Dow Jones Industrial Average sm)*	NYSE Alternext US LLC
S&P 500® Index-Linked Callable Notes due July 30, 2010*	NYSE Alternext US LLC
Index-Linked Notes due June 30, 2011 (Linked to the S&P 500® Index)*	NYSE Alternext US LLC
CIBC Yield Generator Notes SM due December 22, 2010*	NYSE Alternext US LLC
Index-Linked Notes due December 31, 2008 (Linked to the S&P 500® Index)*	NYSE Alternext US LLC
CIBC Yield Generator Notes SM due February 14, 2011*	NYSE Alternext US LLC
CIBC Yield Generator Notes SM due March 31, 2011*	NYSE Alternext US LLC
2.00% Principal Protected Index-Linked Notes due April 29, 2010 (Linked to the Dow Jones Industrial Average sm)*	NYSE Alternext US LLC
CIBC Yield Generator Notes SM due May 13, 2010*	NYSE Alternext US LLC
Principal Protected Index-Linked Notes due June 15, 2010 (Linked to the S&P 500® Index)*	NYSE Alternext US LLC
CIBC Premium Yield Generator Notes SM due June 30, 2011*	NYSE Alternext US LLC
Principal Protected “Performance Allocation” Notes due July 29, 2010 (Based on the Value of a Global Basket of Three Equity Indices)*	NYSE Alternext US LLC
CIBC Premium Yield Generator Notes SM due August 31, 2011*	NYSE Alternext US LLC
CIBC Equity Target Redemption Premium Yield Generator Notes SM due December 26, 2012*	NYSE Alternext US LLC
CIBC Equity Target Redemption Premium Yield Generator Notes SM due April 1, 2013*	NYSE Alternext US LLC

* The registrant has voluntarily withdrawn the listing of these notes effective November 20, 2008

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Debt Securities
(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual Information Form

Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Common Shares	380,798,218
Class A Preferred Shares:	
Series 18.....	12,000,000
Series 19	8,000,000
Series 23.....	16,000,000
Series 26.....	10,000,000
Series 27.....	12,000,000
Series 28.....	2,000
Series 29.....	13,232,342
Series 30.....	16,000,000
Series 31.....	18,000,000
Series 32	12,000,000
Series 33	12,000,000

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes | |

No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes

No | |

UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises or transactions in said securities.

SIGNATURE

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 8, 2008

CANADIAN IMPERIAL BANK OF COMMERCE

By: /s/ Gerald T. McCaughey
Gerald T. McCaughey
President and Chief Executive Officer

By: /s/ J. David Williamson
J. David Williamson
Senior Executive Vice President and
Chief Financial Officer

EXHIBITS

(Information to be filed on this Form pursuant to General Instruction (references are to paragraphs to General Instructions))

<u>Exhibit</u>	<u>Description of Exhibit</u>
B.3(a)	Annual Information Form
B.3(b)	Audited annual financial statements for the year ended October 31, 2008 excerpted from pages 90-155 of CIBC's 2008 Annual Accountability Report including Independent Auditors' Reports to Shareholders with respect to consolidated financial statements as of October 31, 2008 and 2007 and for each of the years in the three year period ended October 31, 2008 and internal control over financial reporting as of October 31, 2008
B.3(c)	Management's discussion and analysis excerpted from pages 37-89 of CIBC's 2008 Annual Accountability Report
B.3(d)	Other Pages of CIBC's 2008 Annual Accountability Report incorporated in Annual Information Form
B.6(a)(1)	Certifications required by Rule 13a-14(a)
B.6(a)(2)	Certifications required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code
B.6(b)	Conclusions Regarding the Effectiveness of the Registrant's Disclosure Controls and Procedures (contained in Exhibit B.3(c))
B.6(c)	Management's annual report on internal control over financial reporting (contained in Exhibit B.3(c))
B.6(d)	Report of the registered public accounting firm (contained in Exhibit B.3(b))
B.6(e)	Changes in internal control over financial reporting (contained in Exhibit B.3(c))
B.7	None
B.8	Disclosure regarding audit committee financial expert
B.9	Disclosure regarding code of ethics
B.10	Principal accountant fees and services
B.11	Disclosure regarding off-balance sheet arrangements (contained in Exhibit B.3(c))
B.12	Tabular disclosure of contractual obligations (contained in Exhibit B.3(c))
B.14	Identification of the Audit Committee (contained in Exhibit B.3(a))
D.9	Consent of Independent Registered Public Accounting Firm

Exhibit B.3(a): Annual Information Form

Exhibit B.3(b): Audited annual financial statements for the year ended October 31, 2008 excerpted from pages 90-155 of CIBC's 2008 Annual Accountability Report including Independent Auditors' Reports to Shareholders with respect to consolidated financial statements as of October 31, 2008 and 2007 and for each of the years in the three year period ended October 31, 2008 and internal control over financial reporting as of October 31, 2008

Exhibit B.3(c): Management's discussion and analysis excerpted from pages 37-89 of CIBC's 2008 Annual Accountability Report

Exhibit B.3(d): Other Pages of CIBC's 2008 Annual Accountability Report incorporated in Annual Information Form

- **“Governance” pages 33-35**
- **“Principal Subsidiaries” page 156**
- **“Fees Paid to the Shareholders’ Auditors” page 163**
- **“Transfer Agent and Registrar” page 180**

Exhibit B.6(a)(1) Certifications required by Rule 13a-14(a)

CERTIFICATIONS

I, Gerald T. McCaughey, certify that:

1. I have reviewed this annual report on Form 40-F of Canadian Imperial Bank of Commerce;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 8, 2008

/s/ Gerald T. McCaughey
Gerald T. McCaughey
President and Chief Executive Officer

I, J. David Williamson, certify that:

1. I have reviewed this annual report on Form 40-F of Canadian Imperial Bank of Commerce;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;
4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and
5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: December 8, 2008

/s/ J. David Williamson
J. David Williamson
Senior Executive Vice President and
Chief Financial Officer

Exhibit B.6(a)(2): Certifications required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code

Certificates pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Certifications

In connection with the annual report of Canadian Imperial Bank of Commerce (the "Bank") filed under cover of a Form 40-F for the period ended October 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald T. McCaughey, President and Chief Executive Officer of the Bank, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

/s/ Gerald T. McCaughey
Gerald T. McCaughey
President and Chief Executive Officer

Date: December 8, 2008

In connection with the annual report of Canadian Imperial Bank of Commerce (the "Bank") filed under cover of a Form 40-F for the period ended October 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. David Williamson, Senior Executive Vice President and Chief Financial Officer of the Bank, certify that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

/s/ J. David Williamson
J. David Williamson
Senior Executive Vice President and
Chief Financial Officer

Date: December 8, 2008

Exhibit B.8: Disclosure regarding audit committee financial expert

CIBC's Board of Directors has determined that (i) CIBC has at least one "audit committee financial expert" (as that term is defined in General Instruction B(8)(b) of the General Instructions to Form 40-F) serving on its audit committee, (ii) that each of Ms. Jalynn Bennett, Mr. Gary Colter, Mr. Ivan Duvar, Mr. John Manley and Mr. Ronald W. Tysoe is a "financial expert" (as so defined) and (iii) that each is "independent" (as that term is defined in the listing standards of the New York Stock Exchange).

In accordance with the rules of the Securities and Exchange Commission, notwithstanding their designation as "audit committee expert," each of the individuals listed above shall not (i) be deemed "experts" for any purpose, including, without limitation, for purposes of Section 11 of the Securities Act of 1933, as amended, or (ii) have any greater duties, obligations or liability than those imposed on any other member of the audit committee or board of directors.

The Honourable John Manley is designated as an audit committee financial expert based on his experience as a lawyer advising on corporate, commercial and tax matters as well as his experience as a senior member of the Canadian federal government, including serving as Minister of Finance and as Deputy Chairman of the Treasury Board.

Exhibit B.9: Disclosure regarding code of ethics

CIBC has adopted a Code of Conduct applicable to all its officers and employees, including CIBC's Chief Executive Officer, Chief Financial Officer, Chief Accountant and Controller. The Code of Conduct meets the definition of a "code of ethics" (as that term is defined in General Instruction B(9)(b) of the General Instructions to Form 40-F). The Code of Conduct is available on CIBC's website at www.cibc.com. No waivers from the provisions of the Code of Conduct were granted in the fiscal year ended October 31, 2008 to the Chief Executive Officer, Chief Financial Officer, Chief Accountant or Controller of CIBC.

Effective November 1, 2008, CIBC adopted amendments to the Code of Conduct to address the following issues:

- Harassment and Discrimination: The obligation to treat "others" fairly included in the Code of Conduct was clarified to include clients, suppliers and the public as well as employees.
- Beneficiaries and Powers of Attorney: The prohibition regarding accepting a grant of a power of attorney from a client was clarified to indicate that it does not apply if the client is a family member.
- Outside Activities and Appointments: The Code of Conduct was clarified to state that Compliance department approval is required before someone may act as a director of a CIBC subsidiary.
- Processing Personal Transactions: The prohibition regarding processing personal transactions was clarified to include processing transactions for anyone for whom an employee is serving as a personal representative (such as trustee, executor, guardian, or through the grant of a power of attorney).
- Information Security: The Code of Conduct was updated to align with current requirements in other CIBC policies dealing with information security.
- Representing CIBC: The Code of Conduct was updated to add reference to the requirements of Canadian legislation dealing with lobbying.

On November 1, 2007, CIBC adopted amendments to the Code of Conduct. The Code of Conduct was updated to prohibit carrying on religious beliefs and practices in a way that reflects upon CIBC as an organization or that affects other employees and to prohibit engaging in religious advocacy on CIBC premises or facilities. In addition to this change, certain other technical, administrative or non-substantive amendments were made to the Code of Conduct.

Exhibit B.10: Principal accountant fees and services

Information about the principal accountant fees and services is contained in Exhibit B.3(d). The Audit Committee pre-approves all services performed by the shareholders' auditor for CIBC and its subsidiaries in accordance with the Policy on the Scope of Services of the Shareholders' Auditors, a copy of which is contained in Exhibit B.3(a).

Exhibit D.9: Consent of Independent Registered Public Accounting Firm

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our Firm under the caption “Experts”, and to the incorporation by reference in the Registration Statements (Form F-3 no. 333-104577 and Form S-8 nos. 333-09874 and 333-130283) of Canadian Imperial Bank of Commerce (“CIBC”) and the use of our reports dated December 4, 2008, with respect to the consolidated financial statements of CIBC and the effectiveness of internal control over financial reporting of CIBC, included in this Annual Report (Form 40-F) for the year ended October 31, 2008.

/s/ Ernst & Young LLP
Chartered Accountants
Licensed Public Accountants
Toronto, Canada
December 4, 2008