

TD AMERITRADE HOLDING CORP

Form 4

June 15, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TORONTO DOMINION BANK

2. Issuer Name **and** Ticker or Trading  
Symbol  
TD AMERITRADE HOLDING  
CORP [AMTD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2007

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

TORONTO-DOMINION CENTRE,  
P.O. BOX 1

(Street)

4. 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

TORONTO, ONTARIO,  
CANADA, A6 M5K 1A2

(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 (A) or Disposed of (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) |                         |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------------------------|
|                                          |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price                                                                              |                                                          |                                                       |                         |
| Common stock, par value \$0.01 per share | 06/13/2007                           |                                                    | S                              |                                                                   | 9,800  | D \$ 19.69                                                                                    | 196,290,200                                              | I                                                     | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007                           |                                                    | S                              |                                                                   | 7,255  | D \$ 19.71                                                                                    | 196,282,945                                              | I                                                     | See Footnote <u>(1)</u> |

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|                                          |            |   |        |   |          |             |   |                         |
|------------------------------------------|------------|---|--------|---|----------|-------------|---|-------------------------|
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 9,900  | D | \$ 19.72 | 196,273,045 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 61     | D | \$ 19.73 | 196,272,984 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 2,427  | D | \$ 19.76 | 196,270,557 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 5,223  | D | \$ 19.77 | 196,265,334 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 200    | D | \$ 19.78 | 196,265,134 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 2,900  | D | \$ 19.79 | 196,262,234 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 16,700 | D | \$ 19.8  | 196,245,534 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 24,800 | D | \$ 19.81 | 196,220,734 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 8,500  | D | \$ 19.82 | 196,212,234 | I | See Footnote <u>(1)</u> |
|                                          | 06/13/2007 | S | 16,265 | D |          | 196,195,969 | I |                         |

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|                                          |            |   |         |   |          |             |   |  |                         |
|------------------------------------------|------------|---|---------|---|----------|-------------|---|--|-------------------------|
| Common stock, par value \$0.01 per share |            |   |         |   | \$ 19.83 |             |   |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 55,000  | D | \$ 19.84 | 196,140,969 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 20,000  | D | \$ 19.85 | 196,120,969 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 40,300  | D | \$ 19.86 | 196,080,669 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 60,700  | D | \$ 19.87 | 196,019,969 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 30,100  | D | \$ 19.88 | 195,989,869 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 23,475  | D | \$ 19.89 | 195,966,394 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 112,200 | D | \$ 19.9  | 195,854,194 | I |  | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 40,400  | D | \$ 19.91 | 195,813,794 | I |  | See Footnote <u>(1)</u> |
|                                          | 06/13/2007 | S | 71,164  | D |          | 195,742,630 | I |  |                         |

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|                                          |            |   |                    |   |          |             |   |                         |
|------------------------------------------|------------|---|--------------------|---|----------|-------------|---|-------------------------|
| Common stock, par value \$0.01 per share |            |   |                    |   | \$ 19.92 |             |   | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 94,207             | D | \$ 19.93 | 195,648,423 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 18,887             | D | \$ 19.94 | 195,629,536 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 61,847             | D | \$ 19.95 | 195,567,689 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 14,970             | D | \$ 19.96 | 195,552,719 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 2,616              | D | \$ 19.97 | 195,550,103 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 44,031             | D | \$ 19.98 | 195,506,072 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 20,224             | D | \$ 19.99 | 195,485,848 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 385,848 <u>(2)</u> | D | \$ 20.01 | 195,100,000 | I | See Footnote <u>(1)</u> |
|                                          |            |   |                    |   |          | 44,419,287  | I |                         |

Common  
stock, par  
value  
\$0.01 per  
share

See  
Footnote  
(3)

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

**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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| TORONTO DOMINION BANK<br>TORONTO-DOMINION CENTRE, P.O. BOX 1<br>TORONTO, ONTARIO, CANADA, A6 M5K 1A2 | X                                |

## Signatures

/s/ Norie  
Campbell 06/15/2007

\*\*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).

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- (1) The reported shares are owned directly by TD Discount Brokerage Holdings LLC, a wholly-owned subsidiary of the reporting person. The reporting person is an indirect beneficial owner of the reported securities.
- (2) 385,848 consists of the following trades: 37,698@\$20.00; 284,858@\$20.01; 1,463@\$20.03; 27,537@\$20.04; and 34,292@\$20.05
- (3) The reported shares are owned directly by TD Discount Brokerage Acquisition LLC, a wholly-owned subsidiary of the reporting person. The reporting person is an indirect beneficial owner of the reported securities.

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

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