

TD AMERITRADE HOLDING CORP

Form 4

September 16, 2009

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICKETTS J PETER

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)

4211 SOUTH 102ND STREET

(Street)

OMAHA, NE 68127

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. 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	09/14/2009		J ⁽¹⁾		1,000	D	\$ 0 471,759
Common Stock	09/14/2009		J ⁽¹⁾		775	D	\$ 0 470,984
Common Stock	09/14/2009		J ⁽¹⁾		525	D	\$ 0 470,459
Common Stock	09/14/2009		J ⁽¹⁾		275	D	\$ 0 470,184
Common Stock	09/14/2009		J ⁽¹⁾		275	D	\$ 0 469,909

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Common Stock	09/15/2009	J ⁽¹⁾	275	D	\$ 0	469,634	D	
Common Stock						236,787	I	By annuity trust ⁽²⁾
Common Stock						1,104,650	I	By annuity trust ⁽³⁾
Common Stock						52,851	I	By his children ⁽⁴⁾

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

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(9-02)

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICKETTS J PETER 4211 SOUTH 102ND STREET OMAHA, NE 68127	X

Signatures

/s/ J. Peter
Ricketts 09/16/2009

 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).

- (1) Transfer of shares, for no consideration, as a charitable donation.
- (2) Share are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- (3) Shares are held by the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is co-trustee and his mother is the grantor and a beneficiary.
- (4) Shares are held by trusts created for Mr. Ricketts' children.

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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