

TD AMERITRADE HOLDING CORP

Form 4

March 23, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
03/06/2006

____ 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 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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/06/2006		S	100 ⁽¹⁾	D \$ 22.85 0 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share	03/06/2006		S	100 ⁽¹⁾	D \$ 22.85 0 ⁽¹⁾	I	See Footnote <u>(1)</u>

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Common Stock, par value \$0.01 per share	03/21/2006	P	200,000 (2)	A	\$ 21.03	3,400,000 (2)	I	See Footnote (2)
Common Stock, par value \$0.01 per share	03/22/2006	P	200,000 (2)	A	\$ 20.31	3,600,000 (2)	I	See Footnote (2)
Common Stock, par value \$0.01 per share						196,300,000	I	See Footnote (3)

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

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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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
TORONTO DOMINION BANK TORONTO DOMINION CENTRE, P.O. BOX 1 TORONTO, ONTARIO, CANADA M5K 1A2	X

Signatures

/s/ Christopher A.
Montague

03/23/2006

__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).

The reporting person's sales of common stock of TD Ameritrade Holding Corporation ("TD Ameritrade") on March 6, 2006 reported herein were matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 200 shares, with the reporting person's purchase of 200,000 shares of TD Ameritrade common stock at a price of \$20.85 per share on March 9, 2006. The reporting

- (1) person has agreed to pay to TD Ameritrade \$389.86, representing the full amount of the profit realized in connection with the short-swing transaction, less transaction costs. Such sales relate to 100 shares of TD Ameritrade common stock previously held directly by the reporting person and 100 shares of TD Ameritrade common stock previously held by Toronto Dominion Investments, Inc., a wholly-owned subsidiary of the reporting person, with respect to which the reporting person was an indirect beneficial owner.

The reported shares are owned directly by TD Discount Brokerage Acquisition LLC ("TDDBA"), a wholly-owned subsidiary of the

- (2) reporting person. TDDBA purchased such shares pursuant to a Rule 10b5-1 trading plan. The reporting person is an indirect beneficial owner of the reported securities.

These reported shares are owned directly by TD Discount Brokerage Holdings LLC, a wholly-owned subsidiary of the reporting person.

- (3) 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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