

TD AMERITRADE HOLDING CORP

Form 4

March 07, 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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(Print or Type Responses)

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

(Last) (First) (Middle)

TORONTO DOMINION
CENTRE,, P.O. BOX 1

(Street)

TORONTO, ONTARIO,
CANADA M5K 1A2

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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	03/03/2006		P		200,000 <u>(1)</u>	A \$ 22.88	1,000,000 <u>(1)</u>	I	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/06/2006		P		200,000 <u>(1)</u>	A \$ 22.75	1,200,000 <u>(1)</u>	I	See Footnote <u>(1)</u>

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Common Stock, par value \$0.01 per share	196,300,000	I	See Footnote (2)
Common Stock, par value \$0.01 per share	100	I	See Footnote (3)
Common Stock, par value \$0.01 per share	100	D	

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 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/ Norie
Campbell

03/07/2006

__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 reported shares are owned directly by TD Discount Brokerage Acquisition LLC ("TDDBA"), a wholly-owned subsidiary of the
- (1) 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.
 - (2) These 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.
 - (3) These reported shares are owned directly by Toronto Dominion Investments, Inc., 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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