

RICKETTS J JOE

Form 4

August 19, 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

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(Print or Type Responses)

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

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)
08/17/2009

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

C/O HUGO LLC, 1395 S. PLATTE
RIVER DRIVE

(Street)

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

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

DENVER, CO 80223

(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	08/17/2009		S		750,000 (1)	D \$ 18.76 (2)	19,964,050	I	By Spouse
Common Stock	08/18/2009		S		577,109 (3)	D \$ 18.7 (4)	19,386,941	I	By Spouse
Common Stock	08/19/2009		S		1,154,069 (5)	D \$ 18.53 (6)	18,232,872	I	By Spouse
Common Stock							56,743,710	D	

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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. 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

RICKETTS J JOE
C/O HUGO LLC, 1395 S. PLATTE RIVER DRIVE
DENVER, CO 80223

X X

Signatures

/s/ J. Joe

Ricketts

08/19/2009

**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) Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 17, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

(2) Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 17, 2009. The price per share for such transactions ranged from \$18.51 to \$19.08. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

(3) Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 18, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

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- Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 18, 2009. The price per share for such
- (4) transactions ranged from \$18.53 to \$18.82. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- (5) Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 19, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

- Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 19, 2009. The price per share for such
- (6) transactions ranged from \$18.37 to \$18.67. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

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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