

TORONTO DOMINION BANK  
Form 6-K  
January 29, 2009

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
450, 5th Street  
Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of January, 2009.

The Toronto-Dominion Bank

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(Translation of registrant's name into English)

c/o General Counsel's Office  
P.O. Box 1, Toronto Dominion Centre,  
Toronto, Ontario, M5K 1A2

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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FORM 6-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TORONTO-DOMINION BANK

DATE: January 29, 2009

|        |                       |
|--------|-----------------------|
| By:    | /s/ Rasha El Sissi    |
| Name:  | Rasha El Sissi        |
| Title: | Vice President, Legal |

EXHIBIT INDEX

| Exhibit | Description                |
|---------|----------------------------|
| 99.1    | Code of Conduct and Ethics |

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The attached Code of Conduct and Ethics for Employees and Directors replaces the Code of Conduct and Ethics for Employees and Directors that was filed under Form 6-K on January 24, 2008.