

AMERITRADE HOLDING CORP
Form 4
November 16, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
125 HIGH STREET, SUITE 2500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2004

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See General Remarks

BOSTON, MA 02110

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

(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)	(A) or (D)	Price	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	11/12/2004		S	150,000	D	\$ 13.9135	20,667,767	I	See Footnotes 1 & 2 ⁽¹⁾ ₍₂₎
Common Stock	11/15/2004		S	150,000	D	\$ 14.1636	20,517,767	I	See Footnotes 1 & 2 ⁽¹⁾ ₍₂₎
Common Stock	11/16/2004		S	150,000	D	\$ 14.0485	20,367,767	I	See Footnotes 1 & 2 ⁽¹⁾ ₍₂₎

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The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 12,901,137 shares owned by TA IX L.P.; (ii) 4,730,658 shares owned by TA/Advent VIII L.P.; (iii) 1,763,297 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 485,800 shares owned by Advent Atlantic and Pacific III L.P.; (v) 98,521 shares owned by TA Executives Fund LLC; and (vi) 388,354 shares owned by TA Investors LLC. TA Associates AP IV L.P. is the General Partner of TA/Atlantic and Pacific IV L.P. TA Associates IX LLC is the General Partner of TA IX L.P. TA Associates VIII LLC is the General partner of TA/Advent VIII L.P. TA Associates AAP III Partners L.P. is the General Partner of Advent Atlantic and Pacific III L.P.

Remarks:

Member of a group which owns more than 10% in the aggregate.

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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