

TD AMERITRADE HOLDING CORP
Form 4
March 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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)

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

4211 SOUTH 102ND STREET

02/27/2006

(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

OMAHA, NE 68127

(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)
			Code	V	Amount	Price	
Common Stock	02/27/2006		M ⁽¹⁾		30,575	A \$ 3.51	1,179,662 D
Common Stock	02/27/2006		M ⁽¹⁾		155,478	A \$ 4.25	1,335,140 D
Common Stock	02/27/2006		M ⁽¹⁾		162,138	A \$ 3.99	1,497,278 D
Common Stock	02/27/2006		S ⁽¹⁾		30,575	D \$ 21.23	1,466,703 D
Common Stock	02/27/2006		S ⁽¹⁾		155,478	D \$ 21.22	1,311,225 D

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Common Stock	02/27/2006	S ⁽¹⁾	162,138	D	\$ 21.27	1,149,087	D	
Common Stock						35,600	I	By his children ⁽²⁾
Common Stock						464,624	I	By trust ⁽³⁾
Common Stock						5,453,010	I	By annuity trusts ⁽⁴⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 3.51	02/27/2006		M ⁽⁵⁾	30,575	⁽⁶⁾	10/31/2012	Common Stock	30,575
Stock Options	\$ 3.99	02/27/2006		M ⁽⁵⁾	162,138	⁽⁶⁾	01/22/2013	Common Stock	162,138
Stock Options	\$ 4.25	02/27/2006		M ⁽⁵⁾	155,478	⁽⁷⁾	10/24/2011	Common Stock	155,478

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKETTS J PETER 4211 SOUTH 102ND STREET OMAHA, NE 68127		X		

Signatures

/s/ Nancy McCabe as attorney-in-fact for J. Peter Ricketts

02/28/2006

__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).
- (1) Reflects shares received upon exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3 and subsequent sale of such shares.
- (2) Shares are held by trusts created for Mr. Ricketts' children.
- (3) Shares are held by Mr. Ricketts in his capacity as trustee of the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o J. Peter Ricketts of which trust Mr. Ricketts is sole beneficiary.
- (4) Shares are held by the Marlene M. Ricketts 2003-1 Qualified Annuity Trust, the Marlene M. Ricketts 2004-1 Qualified Annuity Trust and the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is Co-Trustee and his mother is sole beneficiary.
- (5) Exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3.
- (6) 1/3 are exercisable each year over a three-year period beginning on the grant date.
- (7) 25% are exercisable each year over a four-year period beginning on the grant date.
- (8) The Stock Options were granted to Mr. Ricketts pursuant to Rule 16b-3.

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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