

RICKETTS J JOE
Form 4
December 09, 2010

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

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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 *
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)

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

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

11/14/2010

(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 | (D) | Price |
| Common Stock | 11/14/2010 | | M ⁽¹⁾ | | 31,222 | A | \$ 0 |
| Common Stock | 12/07/2010 | | S ⁽²⁾ | | 85,277 | D | \$ 18.55 |
| Common Stock | 12/08/2010 | | S ⁽⁴⁾ | | 617,464 | D | \$ 18.54 |
| Common Stock | 12/09/2010 | | S ⁽⁶⁾ | | 96,934 | D | \$ 18.55 |

(7)

Common Stock 14,441,835 I By Spouse

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (8) | 11/14/2010 | | M(8) | 31,222 | (9) 11/14/2010 | Common Stock | 31,222 | |

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 12/09/2010

**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 the vesting of restricted stock units granted to Mr. Ricketts pursuant to Rule 16b-3.
- (2)

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Reflects the aggregate amount of shares sold by Mr. Ricketts on December 7, 2010 under a written trading plan adopted pursuant to Rule 10b5-1.

- (3) Reflects the weighted average sale price per share for Mr. Ricketts' transactions on December 7, 2010. The price per share for such transactions ranged from \$18.50 to \$18.61. 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.
- (4) Reflects the aggregate amount of shares sold by Mr. Ricketts on December 8, 2010 under a written trading plan adopted pursuant to Rule 10b5-1.

Reflects the weighted average sale price per share for Mr. Ricketts' transactions on December 8, 2010. The price per share for such transactions ranged from \$18.50 to \$18.60. 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 amount of shares sold by Mr. Ricketts on December 9, 2010 under a written trading plan adopted pursuant to Rule 10b5-1.

Reflects the weighted average sale price per share for Mr. Ricketts' transactions on December 9, 2010. The price per share for such transactions ranged from \$18.50 to \$18.61 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.
- (6) Vesting of restricted stock units granted to Mr. Ricketts pursuant to Rule 16b-3.
- (7) Restricted stock units became fully vested on November 14, 2010.
- (8) The restricted stock units 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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