AMERITRADE HOLDING CORP

Form 4 April 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| | MARLENE M | Symbol | RITRADE HOLDING CORF | Issuer | Issuer (Check all applicable) | | | |
|---|---|--------|--|------------------------------------|--|------------------------------------|--|--|
| (Last) 4211 SOUT | (First) (N | (Month | e of Earliest Transaction n/Day/Year) | Director Officer (give below) | DirectorX 10% Owner Officer (give title Other (specify | | | |
| OMAHA, N | (Street) NE 68127 | | mendment, Date Original Month/Day/Year) | Applicable Line) _X_ Form filed by | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (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) | | Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | 03/31/2005 | | J <u>(1)</u> 450,718 A <u>(1</u> | $\frac{66,582,823}{\frac{(2)}{}}$ | D | | | |
| Common Stock | | | | 8,186,112 | I | By Dynasty Trust | | |
| common stock | | | | 6,446,342 (3) | I | By Spouse | | |
| common stock | | | | 8,186,688 | I | By Spouse's Dynasty Trust | | |

Edgar Filing: AMERITRADE HOLDING CORP - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------------|---------------|-------------|---------|--------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Da | ate | Amou | int of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration | Title | or Number | | |
| | | | | | Exercisable Date | Title | of | | | | |
| | | | | Code V | (A) (D) | | | | | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| RICKETTS MARLENE M 4211 SOUTH 102ND STREET | | X | | | | |
| OMAHA, NE 68127 | | | | | | |

Signatures

/s/ J. Peter Ricketts as attorney-in-fact for Marlene M.
Ricketts

04/04/2005

**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).
 - Transfers from the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o J. Peter Ricketts, the Marlene M. Ricketts 1999 Irrevocable Trust
- (1) f/b/o Todd M. Ricketts, the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o Laura M. Ricketts and the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o Thomas S. Ricketts to Mrs. Ricketts for no consideration.
- (2) Includes shares jointly owned by Mrs. Ricketts and her spouse.
- (3) Does not include shares jointly owned by Mrs. Ricketts and her spouse, which shares are included in Mrs. Ricketts' direct holdings total.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2