### Edgar Filing: TD AMERITRADE HOLDING CORP - Form 4

| TD AMERI<br>Form 4<br>August 09, 2                                | TRADE HOLDIN                            | NG CORF                                  | )                     |   |      |                          |                   |             |   |  |   |  |
|---|---|--|-----------------------|---|------|--------------------------|-------------------|-------------|---|--|---|--|
|   |   |  |                       |   |      |                          |                   |             |   | OMB AF   | PROVAL  |  |
| FORM  | <b>A</b> 4 UNITED                       | STATES                                   |                       |   |      | AND EXC<br>, D.C. 2054   |                   | IGE CO      | OMMISSION   | OMB<br>Number:   | 3235-0287   |  |
| Check th  |   |  |                       | U   |      |                          |                   |             |   | Expires:   | January 31,   |  |
| Section 16.<br>Form 4 or<br>Form 5<br>Filed pursuant to Section 1 |   |  |                       | ANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>n 16(a) of the Securities Exchange Act of 1934,<br>Utility Holding Company Act of 1935 or Section |      |                          |                   |             | Estimated a burden hour response  | •  |   |  |
| may con<br><i>See</i> Instr<br>1(b).                              | linue.                                  |  |                       | •   |      | Company                  | •                 |             |   | l  |   |  |
| (Print or Type  | Responses)                              |  |                       |   |      |                          |                   |             |   |  |   |  |
| 1. Name and A<br>RICKETTS   | Address of Reporting<br>S J JOE         | Person <u>*</u>                          | Symbol<br>TD AM       | IERITR  | RA   | I Ticker or T<br>DE HOLE | -                 | Ì           | 5. Relationship of l<br>ssuer<br>(Check   | Reporting Pers   |   |  |
|   |   |  | CORP                  | [AMTE   | )]   |                          |                   |             |   |  | /   |  |
| (Mon  |   |  | (Month/I              | Month/Dav/Year)   |      |                          |                   | -           | _X_ Director _X_ 10% Owner<br>_X_ Officer (give title Other (specify<br>below) below)<br>Chairman |  |   |  |
| OMAHA, N  | (Street)<br>NE 68127                    |  | 4. If Ame<br>Filed(Mo |   |      | ate Original<br>r)       |                   | -           | 5. Individual or Joi<br>Applicable Line)<br>X_ Form filed by O<br>Form filed by Mo                | ne Reporting Per   | rson  |  |
| (City)  | (State)                                 | (Zip)                                    | Tab                   | le I - Noi  | n-T  | Derivative So            | curit             |             | Person  | or Beneficial  | lv Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deem<br>Execution<br>any<br>(Month/D | ned<br>1 Date, if     | 3.<br>Transac<br>Code   | ctio |                          | s Acqu<br>l of (E | uired (A)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)    | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |                       | Code  | v    | Amount                   | (D)               | Price       | (Instr. 3 and 4)  |  |   |  |
| Common<br>Stock   | 08/07/2006                              |  |                       | Р   |      | 42,128                   | А                 | \$<br>17.54 | 75,330,711<br>(1)   | D  |   |  |
| Common<br>Stock   | 08/07/2006                              |  |                       | Р   |      | 8,896                    | А                 | \$<br>17.55 | 75,339,607<br>(1)   | D  |   |  |
| Common<br>Stock   | 08/07/2006                              |  |                       | Р   |      | 23,522                   | А                 | \$<br>17.56 | 75,363,129<br>(1)   | D  |   |  |
| Common<br>Stock   | 08/07/2006                              |  |                       | Р   |      | 23,600                   | А                 | \$<br>17.57 | 75,386,729<br>(1)   | D  |   |  |
| Common<br>Stock   | 08/07/2006                              |  |                       | Р   |      | 10,100                   | А                 | \$<br>17.59 | 75,396,829<br>(1)   | D  |   |  |

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| Common<br>Stock | 08/07/2006 | Р | 73,049  | А | \$ 17.6     | 75,469,878<br>(1) | D |
|-----------------|------------|---|---------|---|-------------|-------------------|---|
| Common<br>Stock | 08/07/2006 | Р | 24,925  | А | \$<br>17.61 | 75,494,803<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 26,200  | А | \$<br>17.62 | 75,521,003<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 22,665  | А | \$<br>17.63 | 75,543,668<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 16,586  | А | \$<br>17.64 | 75,560,254<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 57,111  | А | \$<br>17.65 | 75,617,365<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 98,526  | А | \$<br>17.66 | 75,715,891<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 95,554  | А | \$<br>17.67 | 75,811,445<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 120,760 | А | \$<br>17.68 | 75,932,205<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 83,667  | А | \$<br>17.69 | 76,015,872<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 97,858  | A | \$ 17.7     | 76,113,730<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 34,150  | А | \$<br>17.71 | 76,147,880<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 132,455 | A | \$<br>17.72 | 76,280,335<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 68,954  | А | \$<br>17.73 | 76,349,289<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 35,091  | A | \$<br>17.74 | 76,384,380<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 28,451  | А | \$<br>17.75 | 76,412,831<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 56,050  | А | \$<br>17.76 | 76,468,881<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 54,704  | А | \$<br>17.77 | 76,523,585<br>(1) | D |
| Common<br>Stock | 08/07/2006 | Р | 32,100  | A | \$<br>17.78 | 76,555,685<br>(1) | D |
| Common<br>Stock | 08/08/2006 | Р | 4,815   | A | \$<br>17.85 | 76,560,500<br>(1) | D |
|                 | 08/08/2006 | Р | 525     | А |             |                   | D |

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| Common<br>Stock |            |   |        |   | \$<br>17.91 | 76,561,025<br>(1) |   |
|-----------------|------------|---|--------|---|-------------|-------------------|---|
| Common<br>Stock | 08/08/2006 | Р | 56,035 | А | \$<br>17.92 | 76,617,060<br>(1) | D |
| Common<br>Stock | 08/08/2006 | Р | 600    | А | \$<br>17.93 | 76,617,660<br>(1) | D |
| Common<br>Stock | 08/08/2006 | Р | 3,310  | А | \$<br>17.94 | 76,620,970<br>(1) | D |
| Common<br>Stock | 08/08/2006 | Р | 81,787 | А | \$<br>17.95 | 76,702,757<br>(1) | D |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transact:<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Title<br>Amour<br>Underl<br>Securit<br>(Instr. 2 | nt of<br>ying                          | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---------------------------------------|---|---------------------|--------------------|---|--|---|--|
|   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |

# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                        | Relationships |           |          |       |  |  |
|--|---------------|-----------|----------|-------|--|--|
| 1  | Director      | 10% Owner | Officer  | Other |  |  |
| RICKETTS J JOE<br>4211 SOUTH 102ND STREET<br>OMAHA, NE 68127 | Х             | Х         | Chairman |       |  |  |
| Signaturos   |               |           |          |       |  |  |

### Signatures

| /s/J. Joe Ricketts | 08/09/2006 |
|--------------------|------------|
|--------------------|------------|

**Reporting Owners** 

<u>\*\*</u>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) Includes shares jointly owned by Mr. Ricketts and his spouse.

#### **Remarks:**

Two of four.

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.