

TD AMERITRADE HOLDING CORP  
 Form 4  
 November 13, 2007

**FORM 4**

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

OMB APPROVAL

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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 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)  
**4211 SOUTH 102ND ST**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/08/2007**

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

**OMAHA, NE 68127**

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)	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		
Common Stock	11/08/2007		M <sup>(1)</sup>		384,979	A	\$ 1.64 57,732,720 D
Common Stock	11/08/2007		M <sup>(1)</sup>		384,979	A	\$ 1.64 58,117,699 D
Common Stock	11/08/2007		M <sup>(1)</sup>		384,979	A	\$ 1.64 58,502,678 D
Common Stock							8,186,688 I By Dynasty Trust
Common Stock							35,310,397 I By Spouse

Common Stock	8,186,112	I	By Spouse's Dynasty Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 1.64	11/08/2007		M <sup>(2)</sup>	384,979	<u>(3)</u>	11/11/2007	Common Stock	384,979		
Stock Options	\$ 1.64	11/08/2007		M <sup>(2)</sup>	384,979	<u>(3)</u>	11/11/2007	Common Stock	384,979		
Stock Options	\$ 1.64	11/08/2007		M <sup>(2)</sup>	384,979	<u>(3)</u>	11/11/2007	Common Stock	384,979		

## Reporting Owners

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

## Signatures

/s/ J. Joe  
Ricketts 11/13/2007

\*\*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.

(2) Exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3.

(3) Stock Options are currently exercisable.

(4) 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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