

TD AMERITRADE HOLDING CORP  
 Form 4  
 August 25, 2008

**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 \*  
**MOGLIA JOSEPH H**

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)  
 08/21/2008

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

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	(A) or (D)	Price
Common Stock	08/21/2008		M		15,000	A	\$ 3.9
							303,210
Common Stock	08/21/2008		S <sup>(1)</sup>		15,000	D	\$ 20.02
							288,210
							<u>(2)</u>
Common Stock	08/22/2008		M		15,000	A	\$ 3.9
							303,210
Common Stock	08/22/2008		S <sup>(1)</sup>		15,000	D	\$ 20.29
							288,210
							<u>(3)</u>
	08/25/2008		M		9,000	A	\$ 3.9
							297,210

Common  
Stock

Common Stock	08/25/2008		<u>S</u> (1)	9,000	D	\$ 19.89 <u>(4)</u>	288,210	D	
Common Stock							6,683	I	By 401(k) account

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)

**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	
Employee Stock Option (right to buy)	\$ 3.9	08/21/2008		M	15,000	<u>(5)</u> 03/01/2013	Common Stock	15,000	
Employee Stock Option (right to buy)	\$ 3.9	08/22/2008		M	15,000	<u>(5)</u> 03/01/2013	Common Stock	15,000	
Employee Stock Option (right to buy)	\$ 3.9	08/25/2008		M	9,000	<u>(5)</u> 03/01/2013	Common Stock	9,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director   10% Owner   Officer   Other

MOGLIA JOSEPH H  
4211 SOUTH 102ND ST.                      X                      Chief Executive Officer  
OMAHA, NE 68127

## Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H. Moglia    08/25/2008

\_\_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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2008.  
This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.00 to \$20.04. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (3) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.15 to \$20.48. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (4) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$19.72 to \$20.03. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.
- (5) The option vested daily from the date of grant over 731 days.

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.