

RICKETTS MARLENE M
Form 4
August 27, 2009

FORM 4

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

OMB APPROVAL

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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 MARLENE M

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

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2009

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

DENVER, CO 80223

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 | 08/25/2009 | | S | | | 1,000,000 (1) | D | \$ 18.48 (2) | 14,939,840 | D | |
| Common Stock | 08/26/2009 | | S | | | 300,000 (3) | D | \$ 18.26 (4) | 14,639,840 | D | |
| Common Stock | 08/27/2009 | | S | | | 425,790 (5) | D | \$ 18.39 (6) | 14,214,050 | D | |
| Common | | | | | | | | | 56,743,710 | I | By |

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Reflects the aggregate number of shares sold by Mrs. Ricketts on August 26, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

(4) Reflects the weighted average sale price per share for Mrs. Ricketts' transactions on August 26, 2009. The price per share for such transactions ranged from \$18.08 to \$18.46. 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 number of shares sold by Mrs. Ricketts on August 27, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

(6) Reflects the weighted average sale price per share for Mrs. Ricketts' transactions on August 27, 2009. The price per share for such transactions ranged from \$18.11 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.

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.