

TD AMERITRADE HOLDING CORP
Form 4
June 15, 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 *
TORONTO DOMINION BANK

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)

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

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

TORONTO-DOMINION CENTRE,
P.O. BOX 1

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

TORONTO, ONTARIO,
CANADA, A6 M5K 1A2

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	06/13/2007		S		9,800	D	\$ 19.69	196,290,200	I	See Footnote (1)
Common stock, par value \$0.01 per share	06/13/2007		S		7,255	D	\$ 19.71	196,282,945	I	See Footnote (1)

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Common stock, par value \$0.01 per share	06/13/2007	S	9,900	D	\$ 19.72	196,273,045	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	61	D	\$ 19.73	196,272,984	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	2,427	D	\$ 19.76	196,270,557	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	5,223	D	\$ 19.77	196,265,334	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	200	D	\$ 19.78	196,265,134	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	2,900	D	\$ 19.79	196,262,234	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	16,700	D	\$ 19.8	196,245,534	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	24,800	D	\$ 19.81	196,220,734	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	8,500	D	\$ 19.82	196,212,234	I	See Footnote <u>(1)</u>
	06/13/2007	S	16,265	D		196,195,969	I	

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Common stock, par value \$0.01 per share					\$ 19.83			See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	55,000	D	\$ 19.84	196,140,969	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	20,000	D	\$ 19.85	196,120,969	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	40,300	D	\$ 19.86	196,080,669	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	60,700	D	\$ 19.87	196,019,969	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	30,100	D	\$ 19.88	195,989,869	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	23,475	D	\$ 19.89	195,966,394	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	112,200	D	\$ 19.9	195,854,194	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	40,400	D	\$ 19.91	195,813,794	I	See Footnote <u>(1)</u>
	06/13/2007	S	71,164	D		195,742,630	I	

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Common stock, par value \$0.01 per share					\$ 19.92			See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	94,207	D	\$ 19.93	195,648,423	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	18,887	D	\$ 19.94	195,629,536	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	61,847	D	\$ 19.95	195,567,689	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	14,970	D	\$ 19.96	195,552,719	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	2,616	D	\$ 19.97	195,550,103	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	44,031	D	\$ 19.98	195,506,072	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	20,224	D	\$ 19.99	195,485,848	I	See Footnote <u>(1)</u>
Common stock, par value \$0.01 per share	06/13/2007	S	<u>385,848</u> <u>(2)</u>	D	\$ 20.01	195,100,000	I	See Footnote <u>(1)</u>
						44,419,287	I	

Common stock, par value \$0.01 per share

See Footnote (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE, P.O. BOX 1 TORONTO, ONTARIO, CANADA, A6 M5K 1A2		X		

Signatures

/s/ Norie Campbell 06/15/2007

**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).

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- (1) The reported shares are owned directly by TD Discount Brokerage Holdings LLC, a wholly-owned subsidiary of the reporting person. The reporting person is an indirect beneficial owner of the reported securities.
- (2) 385,848 consists of the following trades: 37,698@\$20.00; 284,858@\$20.01; 1,463@\$20.03; 27,537@\$20.04; and 34,292@\$20.05
- (3) The reported shares are owned directly by TD Discount Brokerage Acquisition LLC, a wholly-owned subsidiary of the reporting person. The reporting person is an indirect beneficial owner of the reported securities.

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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