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TD AMERITRADE HOLDING CORP

Form 4

February 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TD Luxembourg International

Holdings S.a r.l.

(Last)

(First)

(Middle)

46A. AVENUE JOHN F. KENNEDY.

(Street)

2. Issuer Name and Ticker or Trading Symbol

TD AMERITRADE HOLDING CORP [AMTD]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 02/15/2011

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director Officer (give title below)

X__ 10% Owner _ Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

LUXEMBOURG, N4 L-2951

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acquir	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or	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)
Common stock, par value 0.01 per share	02/15/2011		S	831,490	, ,	\$ 21.3292 (1)	256,521,885	D	
Common stock, par value 0.01 per share	02/16/2011		S	397,122	D	\$ 21.253 (2)	256,124,763	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

> Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date	Expiration		or Namelana	
						Exercisable Date	Title Number			
				C-1- 1	7 (A) (D)				of	
				Coae v	$^{\prime}$ (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
TD Luxembourg International Holdings S.a r.l. 46A, AVENUE JOHN F. KENNEDY LUXEMBOURG, N4 L-2951		X				
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE P.O. BOX 1 TORONTO A6 MSKIA2		X				

Signatures

TD LUXEMBOURG INTERNATIONAL HOLDINGS S.A.R.L. By: /s/ Rasha El Sissi, authorized signatory				
**Signature of Reporting Person	Date			
THE TORONTO-DOMINION BANK By: /s/ Rasha El Sissi, VP Legal	02/17/2011			

**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)

Reporting Owners 2

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This price represents the approximate weighted average price per share of common stock of TD Ameritrade Holding Corporation (the "Issuer"), par value \$0.01 per share (each, a "Share"), of sales that were executed at prices ranging from \$20.94 to \$21.49 per Share. TD Luxembourg International Holdings S.a.r.l. and The Toronto-Dominion Bank (together, the "Reporting Persons") undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

This price represents the approximate weighted average price per Share of sales that were executed at prices ranging from \$21.03 to \$21.485 per Share. The Reporting Persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of Shares sold at each price.

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.