

TD AMERITRADE HOLDING CORP

Form 4

February 17, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(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)

LUXEMBOURG, N4 L-2951

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TD AMERITRADE HOLDING  
CORP [AMTD]

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

02/15/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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)
Common stock, par value 0.01 per share	02/15/2011		S	831,490	D	\$ 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

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

SEC 1474  
(9-02)[illegible]

## Director    10% Owner    Officer    Other

X

X

## 02/17/2011

Date \_\_\_\_\_

02/17/2011

Date \_\_\_\_\_

\* 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).

## Reporting Owners

## Edgar Filing: TD AMERITRADE HOLDING CORP - Form 4

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.

- (2) 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.