AMERITRADE HOLDING CORP

Form 4

September 16, 2005

FORM 4

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

OMB Number:

3235-0287

if no longer subject to

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

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OMB APPROVAL

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

the instruction (h)

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ADVENT ATLANTIC & PACIFIC** Issuer Symbol III LP AMERITRADE HOLDING CORP (Check all applicable) [AMTD] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner __X__ Other (specify Officer (give title (Month/Day/Year) below) below) 125 HIGH STREET, SUITE 2500 09/14/2005 See General Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02110

(State)

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned

Person

Following

(Instr. 4)

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Common Stock 450,800 D

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)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration I (Month/Day r	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities 4)	8 I S (
				Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Forward Sale	<u>(1)</u>	09/14/2005		J <u>(1)</u>	450,800 (1)	<u>(1)</u>	<u>(1)</u>	Common	450,800 (1)		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ADVENT ATLANTIC & PACIFIC III LP 125 HIGH STREET SUITE 2500 BOSTON, MA 02110

See General Remarks

Signatures

Advent Atlantic and Pacific III L.P.	09/16/2005		
**Signature of Reporting Person	Date		
By: TA Associates AAP III Partners, its General Partner	09/16/2005		
**Signature of Reporting Person	Date		
By: TA Associates, Inc., its General Partner	09/16/2005		
**Signature of Reporting Person	Date		
By: Thomas P. Alber, Chief Financial Officer	09/16/2005		
**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).

On September 14, 2005 (the "Trade Date"), the Reporting Person entered into a Forward Sale Transaction (the "Transaction") with an unrelated third party (the "Buyer") relating to 450,800 shares of Common Stock. The maturity date of the Transaction is September 14, 2007, subject to acceleration in certain events. The Reporting Person will receive a payment from the Buyer in the amount of \$20.28 per share (after provision for financing costs which are subject to adjustment) within three business days of the Trade Date.

Remarks:

Member of a group which owns more than 10% in the aggregate.

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.

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