

TD AMERITRADE HOLDING CORP

Form 4

November 13, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICKETTS J JOE

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)
4211 SOUTH 102ND ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman

OMAHA, NE 68127

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	11/08/2007		M ⁽¹⁾		384,979	A	\$ 1.64	57,732,720 D
Common Stock	11/08/2007		M ⁽¹⁾		384,979	A	\$ 1.64	58,117,699 D
Common Stock	11/08/2007		M ⁽¹⁾		384,979	A	\$ 1.64	58,502,678 D
Common Stock								8,186,688 I
Common Stock								35,310,397 I
								By Dynasty Trust
								By Spouse

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Common Stock	8,186,112	I	By Spouse's Dynasty Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 1.64	11/08/2007		M ⁽²⁾	384,979	⁽³⁾ 11/11/2007	Common Stock 384,979
Stock Options	\$ 1.64	11/08/2007		M ⁽²⁾	384,979	⁽³⁾ 11/11/2007	Common Stock 384,979
Stock Options	\$ 1.64	11/08/2007		M ⁽²⁾	384,979	⁽³⁾ 11/11/2007	Common Stock 384,979

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKETTS J JOE 4211 SOUTH 102ND ST OMAHA, NE 68127	X	X	Chairman	

Signatures

/s/ J. Joe
Ricketts 11/13/2007

**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).

(1) Reflects shares received upon exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3.

(2) Exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3.

(3) Stock Options are currently exercisable.

(4) The Stock Options were granted to Mr. Ricketts pursuant to Rule 16b-3.

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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