

TD AMERITRADE HOLDING CORP

Form 4

August 19, 2008

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
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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 *
Engel Bryce2. 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)
08/15/2008____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Brokerage Officer

OMAHA, NE 68127

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

(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)
Common Stock	08/15/2008		M	2,334 A	\$ 12.92 10,604	D	
Common Stock	08/15/2008		S	2,334 D	\$ 20.6 8,270	D	
Common Stock	08/15/2008		M	7,393 A	\$ 7.81 15,663	D	
Common Stock	08/15/2008		S	7,393 D	\$ 20.6 8,270	D	
Common Stock	08/15/2008		M	2,918 A	\$ 4.25 11,188	D	

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Common Stock	08/15/2008	S	2,918	D	\$ 20.6	8,270	D	
Common Stock	08/15/2008	M	973	A	\$ 4.92	9,243	D	
Common Stock	08/15/2008	S	973	D	\$ 20.6	8,270	D	
Common Stock	08/15/2008	M	20,000	A	\$ 3.99	28,270	D	
Common Stock	08/15/2008	S	20,000	D	\$ 20.75	8,270	D	
Common Stock						18,291	I	By 401(k) plan
Common Stock						3,147	I	By wife
Common Stock						140	I	By son

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.92	08/15/2008		M	2,334	(1) 11/03/2009	Common Stock 2,334
Employee Stock Option (right to	\$ 7.81	08/15/2008		M	7,393	(1) 12/11/2010	Common Stock 7,393

buy)

Employee

Stock

Option

\$ 4.25

08/15/2008

M

2,918

(1)

10/24/2011

Common
Stock

2,918

(right to

buy)

Employee

Stock

Option

\$ 4.92

08/15/2008

M

973

(1)

10/24/2011

Common
Stock

973

(right to

buy)

Employee

Stock

Option

\$ 3.99

08/15/2008

M

20,000

(1)

01/22/2013

Common
Stock

20,000

(right to

buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Engel Bryce

4211 SOUTH 102ND ST.

OMAHA, NE 68127

Chief Brokerage Officer

Signatures

/s/ Bryce Engel

08/19/2008

**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) The option vested equally over a four-year period on the anniversary of the grant.

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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