

TD AMERITRADE HOLDING CORP

Form 4/A

August 21, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Engel Bryce

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)
08/15/2008

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Brokerage Officer

OMAHA, NE 68127

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/19/2008

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)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			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	<u>(1)</u>	11/03/2009	Common Stock	2,334	
Employee Stock Option (right to buy)	\$ 7.81	08/15/2008	M			7,393	<u>(1)</u>	12/11/2010	Common Stock	7,393	
Employee Stock Option (right to buy)	\$ 4.25	08/15/2008	M			2,918	<u>(1)</u>	10/24/2011	Common Stock	2,918	
Employee Stock Option (right to buy)	\$ 4.92	08/15/2008	M			973	<u>(1)</u>	10/24/2011	Common Stock	973	
Employee Stock Option (right to buy)	\$ 3.99	08/15/2008	M			20,000	<u>(1)</u>	01/22/2013	Common Stock	20,000	

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 08/21/2008

 **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.

(2) The price of the employee stock option is \$0, as opposed to the sales price of the common stock, as previously reported.

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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