

TD AMERITRADE HOLDING CORP
 Form 4/A
 March 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MOGLIA JOSEPH H

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)

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

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

4211 SOUTH 102ND ST.

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/20/2012

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

(Street)

OMAHA, NE 68127

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/16/2012		M		291,506	A	\$ 3.9
Common Stock	03/16/2012		S ⁽¹⁾		291,506	D	\$ 20.1 ⁽²⁾
Common Stock					451,134	I	⁽⁶⁾
Common Stock	03/19/2012		M		288,105	A	\$ 3.9
Common Stock	03/19/2012		S ⁽¹⁾		288,105	D	\$ 20.23

By annuity trusts ⁽⁷⁾

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(3)

Common Stock						451,134 <u>(6)</u>	I		By annuity trusts <u>(7)</u>
Common Stock	03/20/2012		M	246,200	A	\$ 3.9	414,655	D	
Common Stock	03/20/2012		<u>S(1)</u>	246,200	D	\$ <u>(4)</u>	20.22 168,455	D	
Common Stock							451,134	I	By annuity trusts <u>(7)</u>
Common Stock	03/21/2012		M	174,189	A	\$ 3.9	342,644	D	
Common Stock	03/21/2012		<u>S(1)</u>	174,189	D	\$ <u>(5)</u>	20.41 168,455	D	
Common Stock							451,134	I	By annuity trusts <u>(7)</u>

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.

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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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 3.9	03/20/2012		M	246,200	<u>(8)</u>	03/01/2013	Common Stock	246,200
Employee Stock	\$ 3.9	03/21/2012		M	174,189	<u>(8)</u>	03/01/2013	Common Stock	174,189

