

TD AMERITRADE HOLDING CORP
Form 4
August 29, 2013

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 *
RICKETTS MARLENE M

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)
C/O HUGO LLC, 1395 S. PLATTE RIVER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2013

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

DENVER, CO 80223

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.		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	01/04/2013		G	V	55,866	A	\$ 0	13,649,068	D	
Common Stock	01/04/2013		G	V	55,866	D	\$ 0	13,593,202	D	
Common Stock	02/13/2013		G	V	38,750	A	\$ 0	13,631,952	D	
Common Stock	02/13/2013		G	V	38,750	D	\$ 0	13,593,202	D	
Common Stock	08/27/2013		J ⁽¹⁾		659,558	D	\$ 0	0	I	By Annuity

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Transfer of shares, for no consideration, to Mrs. Ricketts and other beneficiaries from an annuity trust, for which Mrs. Ricketts was the grantor and a beneficiary.

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.