TD AMERITRADE HOLDING CORP
Form 4
March 04, 2009

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 *
TORONTO DOMINION BANK

(Last) (First) (Middle)

TORONTO-DOMINION CENTRE, P.O. BOX 1

(Street)

TORONTO, A6 M5KIA2

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TD AMERITRADE HOLDING CORP [AMTD]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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, par value 0.01 per share	03/02/2009		J(5)		27,000,000	A	$ 19.0842	27,000,000	I	See Footnote (1)
Common stock, par value 0.01 per share								44,419,287	I	See Footnote (2)
Common stock, par								193,300,000	I	See Footnote

value 0.01 per share (3)

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Forward Subscription Contract (call-equivalent position) (4)	$ 19.08	03/02/2009		J(5)			0 (1)	(5)	(5)	Common Stock	27,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORONTO DOMINION BANK TORONTO-DOMINION CENTRE P.O. BOX 1 TORONTO, A6 M5KIA2		X		

Signatures

/s/ Christopher A. Montague	03/04/2009
**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)	These shares of common stock, par value $0.01 per share, of TD Ameritrade Holding Corporation (the "TD Ameritrade Common Stock") are held by TD Discount Brokerage Hedging LLC ("TD Hedging"), which is controlled by the reporting person ("TD").
(2)	These shares of TD Ameritrade Common Stock are held by TD Discount Brokerage Acquisition LLC, which is a wholly-owned subsidiary of TD.
(3)	These shares of TD Ameritrade Common Stock are held by TD Discount Brokerage Holdings LLC, which is a wholly-owned subsidiary of TD.
(4)	On September 14, 2006, TD Hedging entered into an agreement with an entity sponsored by Royal Bank of Canada ("RBC") for the purpose of hedging the price of 27,000,000 shares of TD Ameritrade Common Stock .
(5)	On February 5, 2009, the hedging arrangement between TD Hedging and the RBC-sponsored entity was amended to provide for the physical settlement instead of cash settlement of such hedging transaction. On March 2, 2009, in settlement of this hedging arrangement, the RBC-sponsored entity delivered 27,000,000 shares of TD Ameritrade Common Stock to TD Hedging and TD Hedging will thereafter pay the RBC-sponsored entity of an amount in cash equal to $19.08417 per share of TD Ameritrade Common Stock.

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.