

TD AMERITRADE HOLDING CORP

Form 4

June 18, 2007

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TORONTO DOMINION BANK

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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

TORONTO-DOMINION CENTRE,  
P.O. BOX 1

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

TORONTO, ONTARIO M5K 1A2

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|---|---|
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 06/15/2007                              |   | S                                       | 6,100 D   | \$<br>20.65 193,643,900  | I   | See<br>Footnote<br>(1)  |
| Common<br>stock, par<br>value<br>\$0.01 per<br>share | 06/15/2007                              |   | S                                       | 4,700 D   | \$<br>20.67 193,639,200  | I   | See<br>Footnote<br>(1)  |
|  | 06/15/2007                              |   | S                                       | 200 D   | 193,639,000  | I   |   |

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|  |            |   |        |   |          |             |   |                         |
|--|------------|---|--------|---|----------|-------------|---|-------------------------|
| Common stock, par value \$0.01 per share |            |   |        |   | \$ 20.68 |             |   | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 4,500  | D | \$ 20.69 | 193,634,500 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 19,100 | D | \$ 20.7  | 193,615,400 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 24,700 | D | \$ 20.71 | 193,590,700 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 14,100 | D | \$ 20.72 | 193,576,600 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 15,277 | D | \$ 20.73 | 193,561,323 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 16,900 | D | \$ 20.74 | 193,544,423 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 62,700 | D | \$ 20.75 | 193,481,723 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 12,700 | D | \$ 20.76 | 193,469,023 | I | See Footnote <u>(1)</u> |
|  | 06/15/2007 | S | 34,200 | D |          | 193,434,823 | I |                         |

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|  |            |   |        |   |          |             |   |                         |
|--|------------|---|--------|---|----------|-------------|---|-------------------------|
| Common stock, par value \$0.01 per share |            |   |        |   | \$ 20.77 |             |   | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 21,937 | D | \$ 20.78 | 193,412,886 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 38,830 | D | \$ 20.79 | 193,374,056 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 36,756 | D | \$ 20.8  | 193,337,300 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 10,400 | D | \$ 20.81 | 193,326,900 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 15,500 | D | \$ 20.82 | 193,311,400 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 2,000  | D | \$ 20.83 | 193,309,400 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 3,900  | D | \$ 20.84 | 193,305,500 | I | See Footnote <u>(1)</u> |
| Common stock, par value \$0.01 per share | 06/15/2007 | S | 2,400  | D | \$ 20.85 | 193,303,100 | I | See Footnote <u>(1)</u> |
|  | 06/15/2007 | S | 3,100  | D |          | 193,300,000 | I |                         |

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|  |              |                  |
|--|--------------|------------------|
| Common stock, par value \$0.01 per share | \$ 20.89     | See Footnote (1) |
| Common stock, par value \$0.01 per share | 44,419,287 I | See Footnote (2) |

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.**

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

TORONTO DOMINION BANK  
TORONTO-DOMINION CENTRE, P.O. BOX 1  
TORONTO, ONTARIO M5K 1A2

X

## Signatures

/s/ Norie  
Campbell

06/18/2007

\*\*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 reported shares are owned directly by TD Discount Brokerage Holdings LLC, a wholly-owned subsidiary of the reporting person.  
The reporting person is an indirect beneficial owner of the reported securities.
- (2) The reported shares are owned directly by TD Discount Brokerage Acquisition LLC, a wholly-owned subsidiary of the reporting person.  
The reporting person is an indirect beneficial owner of the reported securities.

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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