

TD AMERITRADE HOLDING CORP
Form 4
March 01, 2006

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 J PETER

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 STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

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

OMAHA, NE 68127
(City) (State) (Zip)

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

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 | 02/27/2006 | | M ⁽¹⁾ | | 30,575 | A | \$ 3.51 1,179,662 | D |
| Common Stock | 02/27/2006 | | M ⁽¹⁾ | | 155,478 | A | \$ 4.25 1,335,140 | D |
| Common Stock | 02/27/2006 | | M ⁽¹⁾ | | 162,138 | A | \$ 3.99 1,497,278 | D |
| Common Stock | 02/27/2006 | | S ⁽¹⁾ | | 30,575 | D | \$ 21.23 1,466,703 | D |
| Common Stock | 02/27/2006 | | S ⁽¹⁾ | | 155,478 | D | \$ 21.22 1,311,225 | D |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|----------|-----------|---|----------------------------------|
| Common Stock | 02/27/2006 | S ⁽¹⁾ | 162,138 | D | \$ 21.27 | 1,149,087 | D | |
| Common Stock | | | | | | 35,600 | I | By his children ⁽²⁾ |
| Common Stock | | | | | | 464,624 | I | By trust ⁽³⁾ |
| Common Stock | | | | | | 5,453,010 | I | By annuity trusts ⁽⁴⁾ |

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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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 3.51 | 02/27/2006 | | M ⁽⁵⁾ | 30,575 | ⁽⁶⁾ | 10/31/2012 | Common Stock | 30,575 |
| Stock Options | \$ 3.99 | 02/27/2006 | | M ⁽⁵⁾ | 162,138 | ⁽⁶⁾ | 01/22/2013 | Common Stock | 162,138 |
| Stock Options | \$ 4.25 | 02/27/2006 | | M ⁽⁵⁾ | 155,478 | ⁽⁷⁾ | 10/24/2011 | Common Stock | 155,478 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RICKETTS J PETER 4211 SOUTH 102ND STREET OMAHA, NE 68127 | X | | | |

Signatures

/s/ Nancy McCabe as attorney-in-fact for J. Peter Ricketts

02/28/2006

__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) Reflects shares received upon exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3 and subsequent sale of such shares.
- (2) Shares are held by trusts created for Mr. Ricketts' children.
- (3) Shares are held by Mr. Ricketts in his capacity as trustee of the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o J. Peter Ricketts of which trust Mr. Ricketts is sole beneficiary.
- (4) Shares are held by the Marlene M. Ricketts 2003-1 Qualified Annuity Trust, the Marlene M. Ricketts 2004-1 Qualified Annuity Trust and the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is Co-Trustee and his mother is sole beneficiary.
- (5) Exercise of Stock Options granted to Mr. Ricketts pursuant to Rule 16b-3.
- (6) 1/3 are exercisable each year over a three-year period beginning on the grant date.
- (7) 25% are exercisable each year over a four-year period beginning on the grant date.
- (8) The Stock Options were granted to Mr. Ricketts pursuant to Rule 16b-3.

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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