

TD AMERITRADE HOLDING CORP
 Form 4
 July 24, 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 JOE

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)
07/21/2006

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

OMAHA, NE 68127

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. 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	07/21/2006		P		19,079	A	\$ 15.18
							69,765,471 (1)
Common Stock	07/21/2006		P		158,039	A	\$ 15.19
							69,923,510 (1)
Common Stock	07/21/2006		P		14,290	A	\$ 15.26
							69,937,800 (1)
Common Stock	07/21/2006		P		300	A	\$ 15.27
							69,938,100 (1)
Common Stock	07/21/2006		P		10,600	A	\$ 15.28
							69,948,700 (1)

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Common Stock	07/21/2006	P	100	A	\$ 15.29	<u>69,948,800</u> (1)	D
Common Stock	07/21/2006	P	2,300	A	\$ 15.3	<u>69,951,100</u> (1)	D
Common Stock	07/21/2006	P	14,626	A	\$ 15.32	<u>69,965,726</u> (1)	D
Common Stock	07/21/2006	P	1,300	A	\$ 15.33	<u>69,967,026</u> (1)	D
Common Stock	07/21/2006	P	4,462	A	\$ 15.34	<u>69,971,488</u> (1)	D
Common Stock	07/21/2006	P	168,899	A	\$ 15.35	<u>70,140,387</u> (1)	D
Common Stock	07/21/2006	P	8,249	A	\$ 15.36	<u>70,148,636</u> (1)	D
Common Stock	07/21/2006	P	69,355	A	\$ 15.4	<u>70,217,991</u> (1)	D
Common Stock	07/21/2006	P	100	A	\$ 15.42	<u>70,218,091</u> (1)	D
Common Stock	07/21/2006	P	114,100	A	\$ 15.43	<u>70,332,191</u> (1)	D
Common Stock	07/21/2006	P	700	A	\$ 15.44	<u>70,332,891</u> (1)	D
Common Stock	07/21/2006	P	200	A	\$ 15.45	<u>70,333,091</u> (1)	D
Common Stock	07/21/2006	P	9,802	A	\$ 15.4712	<u>70,342,893</u> (1)	D
Common Stock	07/21/2006	P	300	A	\$ 15.49	<u>70,343,193</u> (1)	D
Common Stock	07/21/2006	P	139,873	A	\$ 15.5	<u>70,483,066</u> (1)	D
Common Stock	07/21/2006	P	78,957	A	\$ 15.51	<u>70,562,023</u> (1)	D
Common Stock	07/21/2006	P	4,600	A	\$ 15.515	<u>70,566,623</u> (1)	D
Common Stock	07/21/2006	P	131,661	A	\$ 15.52	<u>70,698,284</u> (1)	D
Common Stock	07/21/2006	P	19,685	A	\$ 15.5295	<u>70,717,969</u> (1)	D
Common Stock	07/21/2006	P	198,743	A	\$ 15.53	<u>70,916,712</u> (1)	D
	07/21/2006	P	313,413	A	\$ 15.54		D

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Common Stock						71,230,125 (1)	
Common Stock	07/21/2006	P	226,540	A	\$ 15.55	71,456,665 (1)	D
Common Stock	07/21/2006	P	30,352	A	\$ 15.56	71,487,017 (1)	D
Common Stock	07/21/2006	P	265,188	A	\$ 15.57	71,752,205 (1)	D
Common Stock	07/21/2006	P	342,140	A	\$ 15.58	72,094,345 (1)	D

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
RICKETTS J JOE 4211 SOUTH 102ND STREET OMAHA, NE 68127	X	X	Chairman	

Signatures

/s/ J. Joe
Ricketts 07/24/2006

__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) Includes shares jointly owned by Mr. Ricketts and his spouse.

Remarks:

Two of four.

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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