

Kane Ida Kathleen
Form 4
June 15, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kane Ida Kathleen

2. Issuer Name **and** Ticker or Trading
Symbol
THINKORSWIM GROUP INC.
[SWIM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
13947 SOUTH MINUTEMAN
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2009

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

(Street)
DRAPER, UT 84020

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

(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)
Common Stock	06/11/2009		D	(A) or (D) Code V Amount Price (5) (6) (5) (6)	0	D	
Common Stock	06/11/2009		D	(A) or (D) Code V Amount Price (5) (6) (5) (6)	0	I	Owned by parents

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)

Edgar Filing: Kane Ida Kathleen - Form 4

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 Option	\$ 3.89	06/11/2009		D	100,000	<u>(4)(7)</u> 01/16/2015	Common Stock 100,000
Stock Option	\$ 5.18	06/11/2009		D	20,000	<u>(1)(7)</u> 12/06/2015	Common Stock 20,000
Stock Option	\$ 13.79	06/11/2009		D	15,000	<u>(2)(7)</u> 01/17/2018	Common Stock 20,000
Stock Option	\$ 13.72	06/11/2009		D	15,000	<u>(3)(7)</u> 01/17/2018	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kane Ida Kathleen 13947 SOUTH MINUTEMAN DRIVE DRAPER, UT 84020	Chief Financial Officer

Signatures

/s/ IDA K.
KANE 06/11/2009

__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) Options were exercisable in four equal installments beginning one year from date of grant. Grant date was 12/07/05.
- (2) Options were exercisable in four equal installments beginning one year from date of grant. Grant date was 01/04/07.
- (3) Options were exercisable in four equal installments beginning one year from date of grant. Grant date was 01/18/08.
- (4) Options were exercisable in four equal installments beginning one year from date of grant. Grant date was 01/17/05.
- (5) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated as of January 8, 2009 (the "Merger Agreement"), by and among TD AMERITRADE Holding Corporation, a Delaware corporation ("TD AMERITRADE"), Tango Acquisition Corporation One, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, Tango Acquisition Corporation Two, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, and the Issuer. Shares of Common Stock of the Issuer held outright (i.e., not subject to restrictions or which does not cease to be subject to restrictions as of the closing of the transactions

Edgar Filing: Kane Ida Kathleen - Form 4

contemplated by the Merger Agreement) shall be cancelled in exchange for \$3.34 in cash, without interest and less any applicable withholding, and 0.3980 of a share of TD AMERITRADE common stock, which had a volume-weighted exercise price on the day prior to the date of closing equal to \$17.99.

- (6) Shares of Common Stock of the Issuer that continue to be subject to restrictions immediately following the closing of the transactions contemplated by the Merger Agreement were assumed by TD AMERITRADE pursuant to the Merger Agreement and will be settled in shares of common stock of TD AMERITRADE upon vesting. The reporting person has 35,000 shares of Common Stock of the Issuer that will remain subject to restrictions following the closing of the transactions contemplated by the Merger Agreement and which were thus assumed by TD AMERITRADE.

- (7) Pursuant to the terms of the offer to exchange, filed as an exhibit to a Schedule TO on April 17, 2009, as amended (the "Offer to Exchange"), the reporting person elected to tender all options with an exercise price equal to or greater than \$10.50, the threshold exercise price, as described in the Offer to Exchange. As described in the Offer to Exchange, the conversion ratios of options tendered to restricted stock units were as follows: Exercise Price Option to RSU Exchange Ratio: \$9.00 -to- \$10.85 2.0 -to- 1 \$12.92 -to- \$14.73 2.4 -to- 1 \$15.69 -to- \$16.92 2.7 -to- 1 \$23.54 3.7 -to- 1 \$25.45 -to- \$38.95 10.0 -to- 1 All outstanding options and/or RSUs were then assumed by TD AMERITRADE pursuant to the Merger Agreement.

- (8) Per Instruction 4 (c)(iii), this column is to be left blank.

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.