

TD AMERITRADE HOLDING CORP
Form 4
May 30, 2007

FORM 4

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

OMB APPROVAL

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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 MARLENE M

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)
05/25/2007

____ Director
____ Officer (give title below)
 10% Owner
____ 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	05/25/2007		P ⁽¹⁾	695,355 A \$ 19.055	32,141,110	D	
Common Stock	05/25/2007		J ⁽²⁾	1,014,383 A ②	33,155,493	D	
Common Stock	05/25/2007		J ⁽³⁾	2,154,904 A ③	35,310,397	D	
Common Stock					8,186,112	I	By Dynasty Trust
Common Stock					57,347,741	I	By Spouse

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Transfer of shares, for no consideration, from the Marlene M. Ricketts 2004-1 Qualified Annuity Trust and the Marlene M. Ricketts 2004-2 Qualified Annuity Trust to Mrs. Ricketts, the grantor and a beneficiary of such trusts.

(3) Transfer of shares from terminated trusts.

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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