

TD AMERITRADE HOLDING CORP
 Form 4
 February 14, 2013

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 *
 MOGLIA JOSEPH H

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 ST.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2013

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 or Price | | |
| Common Stock | 02/12/2013 | | M | | 25,000 A \$ 3.9 | 1,233,687 | D |
| Common Stock | 02/12/2013 | | S | | 25,000 D \$ 20.01 | 1,208,687 | D |
| Common Stock | | | | | | 428,395 | I By annuity trusts ⁽⁴⁾ |
| Common Stock | 02/13/2013 | | M | | 77,625 A \$ 3.9 | 1,286,312 | D |
| | 02/13/2013 | | S | | 77,625 D | 1,208,687 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|---------------------------|-----------|---|----------------------------------|
| Common Stock | | | | | | \$ 20.08 <u>(2)</u> | | | |
| Common Stock | | | | | | 428,395 | I | | By annuity trusts ⁽⁴⁾ |
| Common Stock | 02/14/2013 | | M | 146,010 | A | \$ 3.9 | 1,354,697 | D | |
| Common Stock | 02/14/2013 | | S | 146,010 | D | \$ 20.15 <u>(3)</u> | 1,208,687 | D | |
| Common Stock | | | | | | 428,395 | 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) | Amount Number Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 3.9 | 02/12/2013 | | M | 25,000 | <u>(5)</u> 03/01/2013 | Common Stock | 25,000 | |
| Employee Stock Option (right to buy) | \$ 3.9 | 02/13/2013 | | M | 77,625 | <u>(5)</u> 03/01/2013 | Common Stock | 77,625 | |
| Employee Stock Option (right to buy) | \$ 3.9 | 02/14/2013 | | M | 146,010 | <u>(5)</u> 03/01/2013 | Common Stock | 146,010 | |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOGLIA JOSEPH H 4211 SOUTH 102ND ST. OMAHA, NE 68127 | | X | | |

Signatures

/s/ David L. Lambert, as attorney-in-fact for Joseph H.
Moglia

02/14/2013

**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).

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.00 to \$20.04. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(2) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.00 to \$20.18. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(3) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.00 to \$20.20. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(4) Shares are held by annuity trusts, for which Mr. Moglia is the grantor and a beneficiary.

(5) The option vested daily from the date of grant over 731 days.

(6) Shows options remaining under the Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012. As of the commencement of trading under the Rule 10b5-1 trading plan adopted by the reporting person on December 14, 2012, the reporting person beneficially owned options to purchase 3 million shares of common stock of the issuer.

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.