RICKETTS J JOE

Form 4 May 07, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

OMB APPROVAL

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

RICKETTS J JOE

(First) (Middle)

C/O HUGO LLC, 1395 S. PLATTE **RIVER DRIVE**

(Street)

DENVER, CO 80223

2. Issuer Name and Ticker or Trading

Symbol

TD AMERITRADE HOLDING CORP [AMTD]

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

4. If Amendment, Date Original

05/05/2009

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner _ Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu. +)	
Common Stock	05/05/2009		S	407,853 (1)	D	\$ 16.57 (2)	57,282,441	D	
Common Stock	05/06/2009		S	538,731 (3)	D	\$ 16.54 (4)	56,743,710	D	
Common Stock							20,493,876	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ве
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	PD1 - 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
RICKETTS J JOE C/O HUGO LLC 1395 S. PLATTE RIVER DRIVE DENVER, CO 80223	X	X					

Signatures

/s/ J. Joe

Ricketts 05/07/2009

**Signature of Date Reporting Person

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 the aggregate amount of shares sold by Mr. Ricketts on May 5, 2009.
- Reflects the weighted average sale price per share for Mr. Ricketts' transactions on May 5, 2009. The price per share for such transactions (2) ranged from \$16.50 to \$16.69. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- (3) Reflects the aggregate amount of shares sold by Mr. Ricketts on May 6, 2009.
- Reflects the weighted average sale price per share for Mr. Ricketts' transactions on May 6, 2009. The price per share for such transactions (4) ranged from \$16.50 to \$16.70. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

Reporting Owners 2

of 9. Nu ve Deriv Secu Bene Own Follo

Follo Repo Trans (Instr

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