TD AMERITRADE HOLDING CORP

Form 4 June 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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

Check this box

obligations may continue. See Instruction

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(b).

(City)

(State)

(Zip)

1. Name and Address of Reporting Person ** RICKETTS J PETER	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	TD AMERITRADE HOLDING CORP [AMTD]	(Check all applicable)		
(Last) (First) (Middle) 4211 SOUTH 102ND STREET	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
4211 300 111 102ND 31REE1	00/13/2009			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
OMAHA, NE 68127	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed c	of (D)	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	06/15/2009		J <u>(1)</u>	4,001	D	\$0	236,787	I	By annuity trust (2)
Common Stock	06/15/2009		J <u>(3)</u>	4,001	A	\$0	52,851	I	By his children (4)
Common Stock	06/15/2009		J <u>(5)</u>	220,174	D	\$0	1,104,650	I	By annuity trust (6)
Common Stock							482,934	D	

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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	cisable and	7. Tit	le and	8. Price of	1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivativ	e		Secur	ities	(Instr. 5)	į
	Derivative				Securities	;		(Instr.	3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				G 1 1	7 (A) (B)				of		
				Code \	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

RICKETTS J PETER 4211 SOUTH 102ND STREET X **OMAHA, NE 68127**

Signatures

/s/ J. Peter

Ricketts 06/17/2009 **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).
- Transfer of shares, for no consideration, from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary to a trust created for Mr. Ricketts' children.
- (2) Share are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- Transfer of shares, for no consideration, from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary to a trust created for Mr. Ricketts' children.
- (4) Shares are held by trusts created for Mr. Ricketts' children.

(5)

Reporting Owners 2

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Transfer of shares, for no consideration, from the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is co-trustee and his mother is the grantor and a beneficiary.

(6) Shares are held by the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is co-trustee and his mother is the grantor and a beneficiary.

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.