TD AMERITRADE HOLDING CORP

Form 4

August 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

08/04/2010

08/05/2010

(Print or Type Responses)

MOGLIA JOSEPH H S			2. Issuer Name and Ticker or Trading Symbol TD AMERITRADE HOLDING CORP [AMTD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(First)	(Middle)	3. Date of Earliest Transaction				X Director 10% Owner Officer (give title below) Other (specify below)				
TH 102ND ST.			•							
							6. Individual or Joint/Group Filing(Check			
Filed(Mo				led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person		
NE 68127							Form filed by M Person	More than One Re	porting	
(State)	(Zip)	Tabl	e I - Non-I)erivative	Secur	ities Aca	uired. Disposed o	f. or Beneficial	lv Owned	
2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership	7. Nature of		
			Code V	Amount	(D)	Price	(msu. 3 and 4)			
08/03/2010			M	6,000	A	\$ 3.9	725,589	D		
08/03/2010			S <u>(1)</u>	6,000	D	\$ 15.76 (2)	719,589	D		
08/04/2010			M	5,000	A	\$ 3.9	724,589	D		
	(First) TH 102ND ST. (Street) NE 68127 (State) 2. Transaction Day/Year (Month/Day/Year) 08/03/2010	(First) (Middle) CH 102ND ST. (Street) NE 68127 (State) (Zip) 2. Transaction Date (Month/Day/Year) Executive any (Month/	OSEPH H Symbol TD AM CORP [(First) (Middle) 3. Date of (Month/D TH 102ND ST. 08/03/2 (Street) 4. If Ame Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 08/03/2010 08/03/2010	OSEPH H Symbol TD AMERITRA CORP [AMTD] (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) O8/03/2010 4. If Amendment, Da Filed(Month/Day/Year) VE 68127 (State) (Zip) Table I - Non-E 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8) Code V O8/03/2010 M O8/03/2010 S(1)	OSEPH H Symbol TD AMERITRADE HOL CORP [AMTD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 08/03/2010 4. If Amendment, Date Origina Filed(Month/Day/Year) NE 68127 (State) (Zip) Table I - Non-Derivative 2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if Transactior(A) or D any Code (Instr. 3, (Month/Day/Year) (Instr. 8) Code V Amount 08/03/2010 M 6,000	OSEPH H Symbol TD AMERITRADE HOLDIN CORP [AMTD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) O8/03/2010 4. If Amendment, Date Original Filed(Month/Day/Year) NE 68127 (State) (Zip) Table I - Non-Derivative Secur 2. Transaction Date (Month/Day/Year) Execution Date, if Transaction(A) or Dispose any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) O8/03/2010 M 6,000 A O8/03/2010 S(1) 6,000 D	Symbol TD AMERITRADE HOLDING CORP [AMTD]	OSEPH H Symbol TD AMERITRADE HOLDING CORP [AMTD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) O8/03/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) X. Form filed by M. Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any (Month/Day/Year) (Instr. 8) Code (Instr. 3, 4 and 5) Gecurities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) O8/03/2010 M 6,000 A \$ 3.9 725,589 \$ 08/03/2010 S_{(1)} 6,000 D 15.76 719,589	Symbol TD AMERITRADE HOLDING CORP [AMTD] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) TO 8/03/2010 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) (M	

 $S^{(1)}$

M

5,000

5,000

D

A

15.79

\$ 3.9

(3)

719,589

724,589

D

D

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Common Stock

Common Stock $S_{\underline{(1)}}$ 5,000 D $\begin{array}{c} \$ \\ 16.06 \\ \hline \\ (4) \end{array}$ D

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)

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. Transactic Code (Instr. 8)	Secu Acqu (A) (Disp (D) (Inst	5. Number 6. Date Exercisable and Expiration Date (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4, and 5)		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
Employee Stock Option (right to buy)	\$ 3.9	08/03/2010		M		6,000	(5)	03/01/2013	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 3.9	08/04/2010		M		5,000	(5)	03/01/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 3.9	08/05/2010		M		5,000	<u>(5)</u>	03/01/2013	Common Stock	5,000

Reporting Owners

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

Reporting Owners 2

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MOGLIA JOSEPH H 4211 SOUTH 102ND ST. X OMAHA, NE 68127

Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H.

Moglia

08/05/2010

**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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2009.
- This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions (2) reported on this line ranged from \$15.62 to \$15.94. 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.
- This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions (3) reported on this line ranged from \$15.53 to \$16.00. 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.
 - This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions
- (4) reported on this line ranged from \$15.88 to \$16.25. 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.
- (5) The option vested daily from the date of grant over 731 days.
 - Shows options remaining under the Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2009. As of the
- (6) commencement of trading under the Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2009, the reporting person beneficially owned options to purchase 7 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.

Signatures 3