

TD AMERITRADE HOLDING CORP
Form 4
November 16, 2006

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 *
TORONTO DOMINION BANK

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)

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

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

TORONTO DOMINION CENTRE,
P.O. BOX 1

11/14/2006

(Street)

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

TORONTO, ONTARIO M5K 1A2

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities |
|---------------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|
|---------------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | | | | | |
|---|---|-------------------------|--------------------|---|------------------|------------------|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Forward Subscription Contract (call-equivalent position) ⁽¹⁾ | \$ 19.08 | 11/14/2006 | J(2)(3) | | | | | 1 | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 27,000,0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TORONTO DOMINION BANK
 TORONTO DOMINION CENTRE, P.O. BOX 1
 TORONTO, ONTARIO M5K 1A2

X

Signatures

/s/ Norie
 Campbell

11/15/2006

__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) On September 14, 2006, a subsidiary of The Toronto-Dominion Bank ("TD") entered into an agreement with an entity sponsored by Royal Bank of Canada ("RBC") for the purpose of providing TD a financial hedge in the event that the trading price of the common stock, par value \$0.01 per share (the "TD Ameritrade Common Stock"), of TD Ameritrade Holding Corporation ("TD Ameritrade") is higher during a measurement period expected to occur during TD's second fiscal quarter of 2009 than the price set forth in column 2 above.

(2) The arrangement entered into between the TD subsidiary and the RBC-sponsored entity provides a hedge to TD in respect of 27 million shares of TD Ameritrade Common Stock. The number of shares of TD Ameritrade Common Stock subject to the arrangement was determined based on market conditions over a specified hedging establishment period, during which individual hedging arrangements were entered into on a regular basis pursuant to a pre-determined algorithm. The price against which the 2009 measurement period price will be measured for purposes of the arrangement will be \$19.08, subject to adjustment in certain circumstances.

(3) In the event the price of the TD Ameritrade Common Stock as measured during the 2009 measurement period is higher than \$19.08, the RBC-sponsored entity will be required to pay the TD subsidiary a specified amount in cash related to that difference, and in the event the price of the TD Ameritrade Common Stock as measured during the 2009 measurement period is lower than \$19.08, the TD subsidiary will be required to pay the RBC-sponsored entity a specified amount in cash related to that difference. The arrangement does not provide TD any right to acquire, or any voting, investment or other ownership rights with respect to, any shares of TD Ameritrade Common Stock.

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- (4) The arrangement is expected to be settled in TD's second fiscal quarter of 2009, subject to acceleration or early termination in certain circumstances.
- (5) The arrangement described above was entered into by TD Discount Brokerage Hedging LLC, a wholly-owned subsidiary of TD.

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.