RICKETTS J JOE
Form 4
August 24, 2009

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICKETTS J JOE

(Last) (First) (Middle)

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

(Street)

DENVER, CO 80223

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TD AMERITRADE HOLDING CORP [AMTD]

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Stock | 08/20/2009 | | S | | 1,095,032 (1) | D | $ 18.57 (2) | 17,137,840 | I | By Spouse |
| Common Stock | 08/21/2009 | | S | | 726,000 (3) | D | $ 18.72 (4) | 16,411,840 | I | By Spouse |
| Common Stock | 08/24/2009 | | S | | 472,000 (5) | D | $ 18.61 (6) | 15,939,840 | I | By Spouse |
| Common | | | | | | | | 56,743,710 | D | |

Stock

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 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) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

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

# Signatures

| /s/ J. Joe Ricketts | 08/24/2009 |
|---|---|
| **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)** Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 20, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

**(2)** Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 20, 2009. The price per share for such transactions ranged from $18.45 to $18.70. 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.

**(3)** Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 21, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

**(4)** Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 21, 2009. The price per share for such transactions ranged from $18.51 to $18.81. 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.

**(5)** Reflects the aggregate number of shares sold by Mr. Ricketts' spouse on August 24, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

**(6)** Reflects the weighted average sale price per share for Mr. Ricketts' spouse's transactions on August 24, 2009. The price per share for such transactions ranged from $18.33 to $18.92. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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