

Engel Bryce
Form 3
March 25, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Engel Bryce | | (Month/Day/Year) | AMERITRADE HOLDING CORP [AMTD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/15/2005 | | |
| 4211 S. 102ND ST. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | SVP and Chf Brkrge Ops Offr | |
| OMAHA,Â NEÂ 68127 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,101 | D | Â |
| Common Stock | 1 | I | By spouse |
| Common Stock | 3,146 | I | By spouse's IRA |
| Common Stock | 140 | I | By child's trust |
| Common Stock | 13,390.88 | I | By 401(k) |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) ⁽¹⁾ | 11/03/2003 | 11/03/2009 | Common Stock | 1,800 | \$ 16.75 | D | Â |
| Stock Option (right to buy) ⁽¹⁾ | 12/11/2004 | 12/11/2010 | Common Stock | 5,700 | \$ 10.125 | D | Â |
| Stock Option (right to buy) ⁽¹⁾ | Â ⁽²⁾ | 10/24/2011 | Common Stock | 3,000 | \$ 5.5 | D | Â |
| Stock Option (right to buy) ⁽¹⁾ | Â ⁽³⁾ | 01/22/2013 | Common Stock | 100,000 | \$ 5.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Engel Bryce 4211 S. 102ND ST. OMAHA, NE 68127 | Â | Â | Â SVP and Chf Brkrge Ops Offr | Â |

Signatures

/s/ Teri Holt-Charles as attorney-in-fact for Bryce Engel

03/23/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 stock options granted to reporting person.
- (2) 25% vest on each of the first four anniversaries of the grant date, which was 10/24/2001.
- (3) 25% vest on each of the first four anniversaries of the grant date, which was 1/22/2003.

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Remarks:

See Exhibit 24 - Power of Attorney

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.