

TD AMERITRADE HOLDING CORP
Form 4
June 15, 2007

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 *
TD Discount Brokerage Holdings LLC

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)
06/13/2007

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

31 EAST 52ND STREET

(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

NEW YORK, NY 10019

(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 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 | (D) | Price |
| Common stock, par value \$0.01 per share | 06/13/2007 | | S | | 9,800 | D | \$ 19.69 |
| Common stock, par value \$0.01 per share | 06/13/2007 | | S | | 7,255 | D | \$ 19.71 |
| Common stock, par value \$0.01 per share | 06/13/2007 | | S | | 9,900 | D | \$ 19.72 |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|-------------|---|
| value \$0.01 per share | | | | | | | |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 61 | D | \$ 19.73 | 196,272,984 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 2,427 | D | \$ 19.76 | 196,270,557 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 5,223 | D | \$ 19.77 | 196,265,334 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 200 | D | \$ 19.78 | 196,265,134 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 2,900 | D | \$ 19.79 | 196,262,234 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 16,700 | D | \$ 19.8 | 196,245,534 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 24,800 | D | \$ 19.81 | 196,220,734 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 8,500 | D | \$ 19.82 | 196,212,234 | D |
| Common stock, par value | 06/13/2007 | S | 16,265 | D | \$ 19.83 | 196,195,969 | D |

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| | | | | | | | |
|--|------------|---|---------|---|----------|-------------|---|
| \$0.01 per share | | | | | | | |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 55,000 | D | \$ 19.84 | 196,140,969 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 20,000 | D | \$ 19.85 | 196,120,969 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 40,300 | D | \$ 19.86 | 196,080,669 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 60,700 | D | \$ 19.87 | 196,019,969 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 30,100 | D | \$ 19.88 | 195,989,869 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 23,475 | D | \$ 19.89 | 195,966,394 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 112,200 | D | \$ 19.9 | 195,854,194 | D |
| Common stock, par value \$0.01 per share | 06/13/2007 | S | 40,400 | D | \$ 19.91 | 195,813,794 | D |
| Common stock, par value \$0.01 per | 06/13/2007 | S | 71,164 | D | \$ 19.92 | 195,742,630 | D |

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share

Common stock, par value \$0.01 per share
 06/13/2007 S 94,207 D \$ 19.93 195,948,423 D

Common stock, par value \$0.01 per share
 06/13/2007 S 18,887 D \$ 19.94 195,629,536 D

Common stock, par value \$0.01 per share
 06/13/2007 S 61,847 D \$ 19.95 195,567,689 D

Common stock, par value \$0.01 per share
 06/13/2007 S 14,970 D \$ 19.96 195,552,719 D

Common stock, par value \$0.01 per share
 06/13/2007 S 2,616 D \$ 19.97 195,550,103 D

Common stock, par value \$0.01 per share
 06/13/2007 S 44,031 D \$ 19.98 195,506,072 D

Common stock, par value \$0.01 per share
 06/13/2007 S 20,224 D \$ 19.99 195,485,848 D

Common stock, par value \$0.01 per share
 06/13/2007 S 37,698 D \$ 20 195,448,150 D

Common stock, par value \$0.01 per share
 06/13/2007 S 348,150⁽¹⁾ D \$ 20.02 195,100,000 D

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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.

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(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| TD Discount Brokerage Holdings LLC 31 EAST 52ND STREET NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Peter Stroud 06/15/2007

**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) 348,150 consists of the following trades: 284,858@20.01; 1,463@\$20.03; 27,537@\$20.04; and 34,292@\$20.05

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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