

HELBLING PAUL A

Form 4

June 15, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HELBLING PAUL A

2. Issuer Name **and** Ticker or Trading  
Symbol  
THINKORSWIM GROUP INC.  
[SWIM]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
13947 SOUTH MINUTEMAN  
DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/11/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr. VP & Chief Admin. Off.

(Street)  
DRAPER, UT 84020

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 06/11/2009                              |   | D                                    | Amount<br>248,768<br>(13) (14)  | (A)<br>or<br>(D)<br>Price<br>(13)<br>(14)<br>0   | 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  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|---|---|---|---|---|--|---|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable<br>Expiration<br>Date                      | Title Amount o<br>Number o<br>Shares                                |
| Stock<br>Option                                     | \$ 25.55  | 06/11/2009                              |   | D                                       | 6,108   | (1)(15) 08/11/2009   | Common<br>Stock 6,108   |
| Stock<br>Option                                     | \$ 25.46  | 06/11/2009                              |   | D                                       | 960   | (2)(15) 10/21/2009   | Common<br>Stock 960   |
| Stock<br>Option                                     | \$ 38.95  | 06/11/2009                              |   | D                                       | 3,331   | (3)(15) 01/31/2010   | Common<br>Stock 3,331   |
| Stock<br>Option                                     | \$ 34.67  | 06/11/2009                              |   | D                                       | 1,441   | (4)(15) 02/24/2010   | Common<br>Stock 1,441   |
| Common<br>Stock                                     | \$ 9  | 06/11/2009                              |   | D                                       | 3,209   | (5)(15) 08/10/2010   | Common<br>Stock 3,209   |
| Stock<br>Option                                     | \$ 3.6  | 06/11/2009                              |   | D                                       | 4,164   | (6)(15) 10/16/2010   | Common<br>Stock 4,164   |
| Stock<br>Option                                     | \$ 3.6  | 06/11/2009                              |   | D                                       | 5,414   | (7)(15) 10/29/2010   | Common<br>Stock 5,414   |
| Stock<br>Option                                     | \$ 0.485  | 06/11/2009                              |   | D                                       | 150,000   | (8)(15) 12/20/2011   | Common<br>Stock 150,000   |
| Stock<br>Option                                     | \$ 0.2  | 06/11/2009                              |   | D                                       | 100,000   | (9)(15) 07/16/2013   | Common<br>Stock 100,000   |
| Stock<br>Option                                     | \$ 5.18   | 06/11/2009                              |   | D                                       | 20,000  | (10)(15) 12/06/2015  | Common<br>Stock 20,000  |
| Stock<br>Option                                     | \$ 13.79  | 06/11/2009                              |   | D                                       | 10,000  | (11)(15) 01/04/2017  | Common<br>Stock 10,000  |
| Stock<br>Option                                     | \$ 13.72  | 06/11/2009                              |   | D                                       | 10,000  | (12)(15) 01/18/2018  | Common<br>Stock 10,000  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| HELBLING PAUL A<br>13947 SOUTH MINUTEMAN DRIVE<br>DRAPER, UT 84020 | Sr. VP & Chief Admin. Off.       |

## Signatures

/s/PAUL A.  
HELBLING

06/11/2009

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) Options were vested immediately. Date of grant was 08/12/99.
- (2) Options were vested immediately. Date of grant was 10/22/99.
- (3) Options were vested immediately. Date of grant was 02/01/00.
- (4) Options were vested immediately. Date of grant was 02/25/00.
- (5) Options were vested immediately. Date of grant was 08/11/00.
- (6) Options were exercisable in equal installments over two years beginning one year from date of grant. Date of grant was 10/17/00.
- (7) Options were vested immediately. Date of grant was 10/30/00.
- (8) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/20/01.
- (9) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 07/17/03.
- (10) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/07/05.
- (11) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/04/07.
- (12) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/18/08.

- (13) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated as of January 8, 2009 (the "Merger Agreement"), by and among TD AMERITRADE Holding Corporation, a Delaware corporation ("TD AMERITRADE"), Tango Acquisition Corporation One, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, Tango Acquisition Corporation Two, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, and the Issuer. Shares of Common Stock of the Issuer held outright (i.e., not subject to restrictions or which does not cease to be subject to restrictions as of the closing of the transactions contemplated by the Merger Agreement) shall be cancelled in exchange for \$3.34 in cash, without interest and less any applicable withholding, and 0.3980 of a share of TD AMERITRADE common stock, which had a volume-weighted exercise price on the day prior to the date of closing equal to \$17.99.

- (14) Shares of Common Stock of the Issuer that continue to be subject to restrictions immediately following the closing of the transactions contemplated by the Merger Agreement were assumed by TD AMERITRADE pursuant to the Merger Agreement and will be settled in shares of common stock of TD AMERITRADE upon vesting. The reporting person has 15,000 shares of Common Stock of the Issuer that will remain subject to restrictions following the closing of the transactions contemplated by the Merger Agreement and which were thus assumed by TD AMERITRADE.

- (15) Pursuant to the terms of the offer to exchange, filed as an exhibit to a Schedule TO on April 17, 2009, as amended (the "Offer to Exchange"), the reporting person elected to tender all options with an exercise price equal to or greater than \$10.50, the threshold exercise price, as described in the Offer to Exchange. As described in the Offer to Exchange, the conversion ratios of options tendered to restricted stock units were as follows: Exercise Price Option to RSU Exchange Ratio: \$9.00 -to- \$10.85 2.0 -to- 1 \$12.92 -to- \$14.73 2.4 -to- 1 \$15.69 -to- \$16.92 2.7 -to- 1 \$23.54 3.7 -to- 1 \$25.45 -to- \$38.95 10.0 -to- 1 All outstanding options and/or RSUs were then assumed by TD AMERITRADE pursuant to the Merger Agreement.

- (16) Per Instruction 4 (c)(iii), this column is to be left blank.

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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