

MEISS HANS VON

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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MEISS HANS VON

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  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
DRAPER, UT 84020

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

(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	06/11/2009		D		38,401 (4)	D (4) 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  
number.**

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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 5.18	06/11/2009		D	1,875	<u>(1)(5)</u>	12/06/2015	Common Stock	1,875
Stock Option	\$ 13.79	06/11/2009		D	1,550	<u>(2)(5)</u>	01/04/2017	Common Stock	1,550
Stock Option	\$ 13.72	06/11/2009		D	2,000	<u>(3)(5)</u>	01/17/2018	Common Stock	1,550

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEISS HANS VON 13947 SOUTH MINUTEMAN DRIVE DRAPER, UT 84020	X

## Signatures

/s/HANS VON  
MEISS 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 exercisable in four equal installments beginning one year from date of grant. Date of grant was 12/07/05.
- (2) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/04/07.
- (3) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/18/08.

- 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.

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(5) All outstanding options were assumed by TD AMERITRADE pursuant to the Merger Agreement.

(6) 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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