TD AMERITRADE HOLDING CORP

Form 4 May 17, 2012

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

TD AMERITRADE HOLDING CORP [AMTD]

4211 SOUTH 102ND STREET

(First)

(Middle)

(Street)

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

02/21/2012

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

_X__ Director 10% Owner Officer (give title _ 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

OMAHA, NE 68127

(Last)

| (City) | (State) (Z | (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) | Transaction A Code I | | 4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | ` ' | | |
| Common Stock | 02/21/2012 | | G | V | 7,200 | D | \$0 | 572,708 | D | | |
| Common Stock | 02/24/2012 | | G | V | 1,025 | D | \$0 | 571,683 | D | | |
| Common Stock | 02/28/2012 | | G | V | 300 | D | \$0 | 571,383 | D | | |
| Common Stock | 03/02/2012 | | G | V | 6,300 | D | \$0 | 565,083 | D | | |
| Common Stock | 04/24/2012 | | G | V | 5,500 | D | \$0 | 559,583 | D | | |

Edgar Filing: TD AMERITRADE HOLDING CORP - Form 4

| Common Stock | 05/09/2012 | G | V 300 | D | \$0 | 559,283 | D | |
|-----------------|------------|---|-------|---|-----|---------|---|-----------------------|
| Common Stock | 05/15/2012 | A | 43 | A | \$0 | 559,326 | D | |
| Common Stock | | | | | | 183,073 | I | By annuity trusts (1) |
| Common Stock | | | | | | 105,300 | I | By his children (2) |

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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) | 4. Transac Code (Instr. 8 | 5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 3 | ate | 7. Title Amour Underl Securit (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|------------------------------------|---|---------------------|--------------------|---|--|---|
| | | | Code ' | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | | |
| DICKETTS I DETED | | | | | | | | |

RICKETTS J PETER
4211 SOUTH 102ND STREET X
OMAHA, NE 68127

Signatures

/s/ Brenna O'Connor as attorney-in-fact for J. Peter
Ricketts

05/17/2012

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: TD AMERITRADE HOLDING CORP - Form 4

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) Shares are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- (2) Shares are held by trusts created for Mr. Ricketts' children.

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.