ADAMS MARVIN W Form 4

January 03, 2013

FORM 4

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

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated burden hor

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

12/31/2012

Stock

| 1. Name and Address of Reporting Person * ADAMS MARVIN W | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|--|---|--|--|--|
| | | | TD AMERITRADE HOLDING CORP [AMTD] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% Owner X Officer (give title Other (specify | | | |
| 4211 SOUTH 102ND ST. | | | 12/31/2012 | below) below) Exec. VP & COO | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| OMAHA NE | 60127 | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| OMAHA, NE 68127 | | | | Person | | | |
| (City) | (State) | (Zip) | Table I Non Desirative Committee As | avived Dianaged of an Banaficially Ovens | | | |

| . • | | Table | : I - Moll-De | erivative S | eculines A | quireu, Disposeu | oi, or beneficia | ny Owneu |
|------------|---------------------|--------------------|---------------|-------------------|------------|------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ies | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed | of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | Reported | | |
| | | | | | (A) | Transaction(s) | | |
| | | | C 1 W | | or | (Instr. 3 and 4) | | |
| _ | | | Code V | Amount | (D) Price | | | |
| Common | 10/21/2012 | | A | 0.226 | A 0 0 | 200 021 | D | |

9,326 A

\$0

A

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)

D

322,931

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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr | |
|---|---|---|---|---------------------------------------|--|-------------|------------|---|---|---|--|
| | | | | | 4, and 5) | Date | Expiration | | Amount | | |
| | | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ADAMS MARVIN W 4211 SOUTH 102ND ST. OMAHA, NE 68127

Exec. VP & COO

Signatures

/s/ David L. Lambert, as attorney-in-fact for Marvin W. Adams

01/03/2013

**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).

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.

Reporting Owners 2