

RICKETTS MARLENE M
Form 4
August 24, 2009

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 *
RICKETTS MARLENE M

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)
C/O HUGO LLC, 1395 S. PLATTE RIVER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2009

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

DENVER, CO 80223

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 | Price | |
| | | | (A) | or | (D) | | |
| Common Stock | 08/20/2009 | | S | | 1,095,032 (1) | \$ 18.57 (2) | 17,137,840 D |
| Common Stock | 08/21/2009 | | S | | 726,000 (3) | \$ 18.72 (4) | 16,411,840 D |
| Common Stock | 08/24/2009 | | S | | 472,000 (5) | \$ 18.61 (6) | 15,939,840 D |
| Common | | | | | | | 56,743,710 I By |

Stock

Spouse

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 Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RICKETTS MARLENE M C/O HUGO LLC, 1395 S. PLATTE RIVER DRIVE DENVER, CO 80223 | | X | | |

Signatures

/s/ J. Peter Ricketts as attorney-in-fact for Marlene M. Ricketts
Date: 08/24/2009

**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) Reflects the aggregate number of shares sold by Mrs. Ricketts on August 20, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.
- (2) Reflects the weighted average sale price per share for Mrs. Ricketts' transactions on August 20, 2009. The price per share for such transactions ranged from \$18.45 to \$18.70. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- (3)

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Reflects the aggregate number of shares sold by Mrs. Ricketts on August 21, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

(4) Reflects the weighted average sale price per share for Mrs. Ricketts' transactions on August 21, 2009. The price per share for such transactions ranged from \$18.51 to \$18.81. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

(5) Reflects the aggregate number of shares sold by Mrs. Ricketts on August 24, 2009 under a written trading plan adopted pursuant to Rule 10b5-1.

(6) Reflects the weighted average sale price per share for Mrs. Ricketts' transactions on August 24, 2009. The price per share for such transactions ranged from \$18.33 to \$18.92. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

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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