

AMERITRADE HOLDING CORP

Form 4

November 22, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICKETTS THOMAS S

2. Issuer Name **and** Ticker or Trading
Symbol
AMERITRADE HOLDING CORP
[AMTD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4211 SOUTH 102ND STREET

(Street)

OMAHA, NE 68127

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2005

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

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

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

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)
Common Stock				(A) or (D)	Price	271,254	D
Common Stock						26,600	I By his children (1)
Common Stock						464,624	I By trust (2)
Common Stock	11/18/2005		S(3)	1,983,690	D \$ 22.685	5,914,752	I By annuity trusts (4)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

RICKETTS THOMAS S
4211 SOUTH 102ND STREET X
OMAHA, NE 68127

Signatures

/s/ J. Peter Ricketts as attorney-in-fact for Thomas S. Ricketts 11/22/2005

__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) Shares are held by trusts created for Mr. Ricketts' children.
- (2) Shares are held by Mr. Ricketts in his capacity as trustee of the Marlene M. Ricketts 1999 Irrevocable Trust f/b/o Thomas S. Ricketts of which trust Mr. Ricketts is sole beneficiary.
- (3) Sale of shares, for estate planning purposes, by the Marlene M. Ricketts 2002-1 Qualified Annuity Trust, for which Mr. Ricketts is Co-Trustee, to Marlene M. Ricketts, its grantor and beneficiary, who is Mr. Ricketts' mother.
- (4) Shares are held by the Marlene M. Ricketts 2002-1 Qualified Annuity Trust, the Marlene M. Ricketts 2003-1 Qualified Annuity Trust, the Marlene M. Ricketts 2004-1 Qualified Annuity Trust and the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is Co-Trustee and his mother is sole beneficiary.

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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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