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TD AMERITRADE HOLDING CORP

Form 4

January 17, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(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]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 4211 SOUT	(First) (I	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2008					_X_ Director 10% Owner Other (specify below) below)				
OMAHA N	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
OMAHA, NE 68127								Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Dat (Month/Day/Year) 01/15/2008	Executi any		3. Transactic Code (Instr. 8) Code V	4. Securi onAcquirec Disposed (Instr. 3,	ties I (A) of I of (E 4 and (A) or	or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Common	01/13/2008			А	3,613	А	φU	,	_	By annuity	
Stock								250,000	I	trust (1)	
Common Stock								43,550	I	By his children (2)	

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

By annuity

trust (3)

1,508,303

Ι

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ J. Peter

Ricketts 01/17/2008

**Signature of Person Date

Reporting Person

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 an annuity trust, for which Mr. Ricketts is the grantor and a beneficiary.
- (2) Shares are held by trusts created for Mr. Ricketts' children.
- (3) Shares are held by the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is co-trustee and his mother is the grantor and a beneficiary.

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.

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