

TD AMERITRADE HOLDING CORP  
Form 4  
June 17, 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 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) (First) (Middle)  
4211 SOUTH 102ND STREET

3. Date of Earliest Transaction (Month/Day/Year)  
06/15/2009

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

(Street)  
OMAHA, NE 68127

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/15/2009		J <sup>(1)</sup>		4,001	D	\$ 0	236,787	I	By annuity trust <sup>(2)</sup>
Common Stock	06/15/2009		J <sup>(3)</sup>		4,001	A	\$ 0	52,851	I	By his children <sup>(4)</sup>
Common Stock	06/15/2009		J <sup>(5)</sup>		220,174	D	\$ 0	1,104,650	I	By annuity trust <sup>(6)</sup>
Common Stock								482,934	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row for RICKETTS J PETER at 4211 SOUTH 102ND STREET, OMAHA, NE 68127, marked as 10% Owner.

Signatures

/s/ J. Peter Ricketts 06/17/2009
\*\*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) Transfer of shares, for no consideration, from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary to a trust created for Mr. Ricketts' children.
(2) Share are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
(3) Transfer of shares, for no consideration, from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary to a trust created for Mr. Ricketts' children.
(4) Shares are held by trusts created for Mr. Ricketts' children.
(5)

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Transfer of shares, for no consideration, from 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.

- (6) 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.

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