

TD AMERITRADE HOLDING CORP  
 Form 4  
 July 07, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**MOGLIA JOSEPH H**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/02/2009**

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

**4211 SOUTH 102ND ST.**

(Street)

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

**OMAHA, NE 68127**

(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                    | 07/02/2009                           |                                                    | M                              | 7,000 A \$ 3.9                                                    | 595,210                                                                                       | D                                                        |                                   |
| Common Stock                    | 07/02/2009                           |                                                    | S <sup>(1)</sup>               | 7,000 D \$ 16.96                                                  | 588,210                                                                                       | D                                                        |                                   |
| Common Stock                    | 07/06/2009                           |                                                    | M                              | 6,000 A \$ 3.9                                                    | 594,210                                                                                       | D                                                        |                                   |
| Common Stock                    | 07/06/2009                           |                                                    | S <sup>(1)</sup>               | 6,000 D \$ 17.09                                                  | 588,210                                                                                       | D                                                        |                                   |
|                                 | 07/07/2009                           |                                                    | M                              | 7,000 A \$ 3.9                                                    | 595,210                                                                                       | D                                                        |                                   |

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Common  
Stock

|                 |            |  |                  |       |   |                           |         |   |                    |
|-----------------|------------|--|------------------|-------|---|---------------------------|---------|---|--------------------|
| Common<br>Stock | 07/07/2009 |  | S <sup>(1)</sup> | 7,000 | D | \$<br>16.98<br><u>(4)</u> | 588,210 | D |                    |
| Common<br>Stock |            |  |                  |       |   |                           | 6,683   | I | By 401k<br>account |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8<br>D<br>S<br>(1) |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title              | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.9                                                                | 07/02/2009                              |                                                             | M                                       | 7,000                                                                                                           | <u>(5)</u>                                                     | 03/01/2013                                                          | Common<br>Stock    | 7,000                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.9                                                                | 07/06/2009                              |                                                             | M                                       | 6,000                                                                                                           | <u>(5)</u>                                                     | 03/01/2013                                                          | Common<br>Stock    | 6,000                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 3.9                                                                | 07/07/2009                              |                                                             | M                                       | 7,000                                                                                                           | <u>(5)</u>                                                     | 03/01/2013                                                          | Common<br>Stock    | 7,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| MOGLIA JOSEPH H<br>4211 SOUTH 102ND ST.<br>OMAHA, NE 68127 |               | X         |         |       |

## Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H.  
Moglia

07/07/2009

\_\_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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2008.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(2) reported on this line ranged from \$16.79 to \$17.16. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(3) reported on this line ranged from \$16.81 to \$17.31. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(4) reported on this line ranged from \$16.70 to \$17.29. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(5) The option vested daily from the date of grant over 731 days.

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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