TD AMERITRADE HOLDING CORP
Form 4
May 19, 2010

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOGLIA JOSEPH H

(Last) (First) (Middle)

4211 SOUTH 102ND ST.

(Street)

OMAHA, NE 68127

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/17/2010 | | M | | 8,000 | A | $ 3.9 | 727,589 | D | |
| Common Stock | 05/17/2010 | | S(1) | | 8,000 | D | $ 18.43 (2) | 719,589 | D | |
| Common Stock | 05/18/2010 | | M | | 8,000 | A | $ 3.9 | 727,589 | D | |
| Common Stock | 05/18/2010 | | S(1) | | 8,000 | D | $ 18.6 (3) | 719,589 | D | |
| Common Stock | 05/19/2010 | | M | | 8,000 | A | $ 3.9 | 727,589 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 05/19/2010 | | S[(1)] | 8,000 | D | $ 18.38 [(4)] | 719,589 | D | |

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.**

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 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | $ 3.9 | 05/17/2010 | | M | | | 8,000 | [(5)] | 03/01/2013 | Common Stock | 8,000 | |
| Employee Stock Option (right to buy) | $ 3.9 | 05/18/2010 | | M | | | 8,000 | [(5)] | 03/01/2013 | Common Stock | 8,000 | |
| Employee Stock Option (right to buy) | $ 3.9 | 05/19/2010 | | M | | | 8,000 | [(5)] | 03/01/2013 | Common Stock | 8,000 | |

# Reporting Owners

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

OMAHA, NE 68127

# Signatures

| /s/ Graham Fowler, as attorney-in-fact for Joseph H. Moglia | 05/19/2010 |
|---|---|
| **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 December 4, 2009.

**(2)** This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $18.26 to $18.61. 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.

**(3)** This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $18.21 to $19.04. 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.

**(4)** This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $18.15 to $18.65. 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.

**(6)** Shows options remaining under the Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2009. As of the commencement of trading under the Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2009, the reporting person beneficially owned options to purchase 7 million shares of common stock of the issuer.

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.