

TD AMERITRADE HOLDING CORP

Form 4

November 16, 2006

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 *
TORONTO DOMINION BANK

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)

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

**TORONTO DOMINION CENTRE,
 P.O. BOX 1**

11/14/2006

(Street)

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
 Person

TORONTO, ONTARIO M5K 1A2

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares	
Forward Subscription Contract (call-equivalent position) ⁽¹⁾	\$ 19.08	11/14/2006	J(2)(3)		1		⁽⁴⁾	⁽⁴⁾	Common Stock		27,000,0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORONTO DOMINION BANK TORONTO DOMINION CENTRE, P.O. BOX 1 TORONTO, ONTARIO M5K 1A2			X	

Signatures

/s/ Norie
Campbell

11/15/2006

 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).

On September 14, 2006, a subsidiary of The Toronto-Dominion Bank ("TD") entered into an agreement with an entity sponsored by Royal Bank of Canada ("RBC") for the purpose of providing TD a financial hedge in the event that the trading price of the common stock, par value \$0.01 per share (the "TD Ameritrade Common Stock"), of TD Ameritrade Holding Corporation ("TD Ameritrade") is higher during a measurement period expected to occur during TD's second fiscal quarter of 2009 than the price set forth in column 2 above.

The arrangement entered into between the TD subsidiary and the RBC-sponsored entity provides a hedge to TD in respect of 27 million shares of TD Ameritrade Common Stock. The number of shares of TD Ameritrade Common Stock subject to the arrangement was determined based on market conditions over a specified hedging establishment period, during which individual hedging arrangements were entered into on a regular basis pursuant to a pre-determined algorithm. The price against which the 2009 measurement period price will be measured for purposes of the arrangement will be \$19.08, subject to adjustment in certain circumstances.

In the event the price of the TD Ameritrade Common Stock as measured during the 2009 measurement period is higher than \$19.08, the RBC-sponsored entity will be required to pay the TD subsidiary a specified amount in cash related to that difference, and in the event the price of the TD Ameritrade Common Stock as measured during the 2009 measurement period is lower than \$19.08, the TD subsidiary will be required to pay the RBC-sponsored entity a specified amount in cash related to that difference. The arrangement does not provide TD any right to acquire, or any voting, investment or other ownership rights with respect to, any shares of TD Ameritrade Common Stock.

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(4) The arrangement is expected to be settled in TD's second fiscal quarter of 2009, subject to acceleration or early termination in certain circumstances.

(5) The arrangement described above was entered into by TD Discount Brokerage Hedging LLC, a wholly-owned subsidiary of TD.

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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