RICKETTS J JOE

Form 4

December 14, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

**OMB APPROVAL** 

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obligations

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RICKETTS J JOE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TD AMERITRADE HOLDING CORP [AMTD]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

\_X\_\_ Director X 10% Owner Officer (give title

(Month/Day/Year)

12/10/2010

below)

Other (specify

C/O HUGO LLC, 1395 S. PLATTE

(Street)

RIVER DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

DENVER, CO 80223

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly 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. Securitie order Disposed (Instr. 3, 4	d of (È	))	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)	
Common Stock	12/10/2010		Code V S	Amount 197,800 (1)	(D)	Price \$ 18.5 (2)	53,704,064	D		
Common Stock	12/13/2010		S	2,525 (3)	D	\$ 18.58 (4)	53,701,539	D		
Common Stock							14,441,835	I	By Spouse	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# 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. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0		10% Owner	Officer	Other		
RICKETTS J JOE		••				
C/O HUGO LLC, 1395 S. PLATTE RIVER DRIVE	X	X				
DENVER, CO 80223						

# **Signatures**

/s/ J. Joe

Ricketts 12/14/2010

\*\*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) Reflects the aggregate amount of shares sold by Mr. Ricketts on December 10, 2010 under a written trading plan adopted pursuant to Rule 10b5-1.
- Reflects the weighted average sale price per share for Mr. Ricketts' transactions on December 10, 2010. The price per share for such (2) transactions ranged from \$18.50 to \$18.51. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.
- (3) Reflects the aggregate amount of shares sold by Mr. Ricketts on December 13, 2010 under a written trading plan adopted pursuant to Rule 10b5-1.
- Reflects the weighted average sale price per share for Mr. Ricketts' transactions on December 13, 2010. The price per share for such (4) transactions ranged from \$18.56 to \$18.59. Full information regarding the number of shares sold at each separate price will be provided to the United States Securities and Exchange Commission, the Issuer or a security holder of the Issuer upon a request for such information.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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