RICKETTS J JOE

Form 4 January 07, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

RICKETTS J JOE

2. Issuer Name and Ticker or Trading

Symbol

TD AMERITRADE HOLDING CORP [AMTD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle) (Last) (First)

(Month/Day/Year) 12/15/2010

3. Date of Earliest Transaction

_X__ Director Officer (give title below)

X__ 10% Owner _ Other (specify

C/O HUGO LLC, 1395 S. PLATTE **RIVER DRIVE**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

DENVER, CO 80223

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						-	•		1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially Form: Owned Direct (D)	Ownership	Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	12/15/2010		A	7	A	\$0	52,808,150	D	
Common Stock	01/05/2011		S	106,604 (1)	D	\$ 19 (2)	52,701,546	D	
Common Stock	01/06/2011		S	1,000,000 (3)	D	\$ 19.51 (4)	51,701,546	D	
Common Stock							14,441,835	I	By Spouse

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	e Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Ranarting (Iwner Name / Address	

Director 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 01/07/2011

**Signature of 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 January 5, 2011 under a written trading plan adopted pursuant to Rule 10b5-1.
- Reflects the weighted average sale price per share for Mr. Ricketts' transactions on January 5, 2011. The price per share for such (2) transactions ranged from \$19.00 to \$19.01. 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 January 6, 2011 under a written trading plan adopted pursuant to Rule 10b5-1.

Reporting Owners 2

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Reflects the weighted average sale price per share for Mr. Ricketts' transactions on January 6, 2011. The price per share for such

(4) transactions ranged from \$19.50 to \$19.54. 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. 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.