

TD AMERITRADE HOLDING CORP  
 Form 4  
 April 28, 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 \*  
**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)  
**4211 SOUTH 102ND ST.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/26/2006**

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

**OMAHA, NE 68127**  
 (City) (State) (Zip)

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

**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	04/26/2006		M		2,355,704	A	\$ 6.37
Common Stock	04/26/2006		M		1,635,977	A	\$ 3.9
Common Stock					146,683	I	
Common Stock	04/26/2006		F		2,303,199	D	\$ 19.15
Common Stock	04/25/2006		G		651,400	D	\$ 0

See Footnote (1)

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Common Stock      04/26/2006      S      1,828,482      D      \$ 19.15      6,683      I      By 401(k) account

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount
Employee Stock Option (right to buy)	\$ 6.37 <sup>(2)</sup>	04/26/2006		M	2,355,704 <sup>(2)</sup>	03/01/2003      03/01/2011	Common Stock      2,355,704
Employee Stock Option (right to buy)	\$ 3.9 <sup>(2)</sup>	04/26/2006		M	1,635,977 <sup>(2)</sup>	03/01/2005      03/01/2013	Common Stock      1,635,977

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGLIA JOSEPH H 4211 SOUTH 102ND ST. OMAHA, NE 68127	X		Chief Executive Officer	

## Signatures

/s/ Joseph H. Moglia      04/28/2006

           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).
- (1) 6,683 shares held through 401(k) account and 140,000 shares held in trust.
  - (2) Reflects the adjustment made in connection with the \$6.00 per share special dividend made in connection with the closing of the acquisition of TD Waterhouse Group, Inc. on January 24, 2006 by 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.