

TD AMERITRADE HOLDING CORP  
Form 4  
October 28, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
RICKETTS J PETER

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 STREET

3. Date of Earliest Transaction (Month/Day/Year)  
10/27/2011

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

(Street)  
OMAHA, NE 68127

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

(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	(A) or (D)	Price	
Common Stock	10/27/2011		J <sup>(1)</sup>		99,435	A	\$ 0	766,813 D
Common Stock	10/27/2011		J <sup>(2)</sup>		12,845	A	\$ 0	105,293 I By his children <sup>(3)</sup>
Common Stock	10/27/2011		J <sup>(1)(2)</sup>		112,280	D	\$ 0	58,073 I By annuity trust <sup>(4)</sup>
Common Stock	10/27/2011		J <sup>(5)</sup>		12,900	D	\$ 0	753,913 D
	10/28/2011		J <sup>(6)</sup>		600	D	\$ 0	753,313 D



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- (1) Transfer of shares, for no consideration, to Mr. Ricketts from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary.
- (2) Transfer of shares, for no consideration, to a trust created for Mr. Ricketts' children from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary.
- (3) Shares are held by trusts created for Mr. Ricketts' children.
- (4) Shares are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- (5) Transfer of shares, for no consideration, as a charitable donation.
- (6) Transfer of shares, for no consideration, to a trust created for Mr. Ricketts' children from Mr. Ricketts.

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.