

TD AMERITRADE HOLDING CORP

Form 3

March 17, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *J. Joe Ricketts 1996 Dynasty
Trust

(Last) (First) (Middle)

C/O J. JOE RICKETTS, TD
AMERITRADE, 4211 S.
102ND ST.

(Street)

OMAHA, NE 68127

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/09/2002

3. Issuer Name and Ticker or Trading Symbol

TD AMERITRADE HOLDING CORP [AMTD]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed (Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing (Check Applicable Line)
____X____ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

8,186,688

D A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

J. Joe Ricketts 1996 Dynasty Trust
C/O J. JOE RICKETTS, TD AMERITRADE
4211 S. 102ND ST.
OMAHA, NE 68127

^ ^ X ^ ^

Signatures

/s/ Laura M. Ricketts,
trustee

03/17/2006

**Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

The Dynasty Trust is a party to a stockholders agreement dated June 22, 2005 by and among the M. Ricketts, The Toronto-Dominion Bank and the other parties thereto (the "TD Stockholders Agreement" of TD Waterhouse Group, Inc. by the issuer in January 2006, the Dynasty Trust was a party to a dated April 6, 2002 by and among the Dynasty Trust, J. Joe Ricketts, Marlene M. Ricketts and the Stockholders Agreement"). The Datek Stockholders Agreement became effective on September 9, 2002. The TD Stockholders Agreement are members of a Section 13(d) "group" (the "TD Group"), and all to the Datek Stockholders Agreement were members of a Section 13(d) "group" (the "Datek Group") of TD Waterhouse Group, Inc. by the issuer. As such, the Dynasty Trust may be deemed to be of shares of the issuer's Common Stock held by the TD Group and, prior to the acquisition of the Dynasty Trust may have been deemed to be beneficially own the aggregate number of shares of the Datek Group. The Dynasty Trust disclaims beneficial ownership of any shares of the issuer's of either the TD Group or the Datek Group.

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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