TD AMERITRADE HOLDING CORP
Form 4
August 15, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOGLIA JOSEPH H

(Last) (First) (Middle)

4211 SOUTH 102ND ST.

(Street)

OMAHA, NE 68127

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TD AMERITRADE HOLDING CORP [AMTD]

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	08/13/2008		M		15,000	A	$ 3.9	303,210	D	
Common Stock	08/13/2008		S(1)		15,000	D	$ 20.09 (2)	288,210	D	
Common Stock	08/14/2008		M		15,000	A	$ 3.9	303,210	D	
Common Stock	08/14/2008		S(1)		15,000	D	$ 20.3 (3)	288,210	D	
Common Stock	08/15/2008		M		15,000	A	$ 3.9	303,210	D	

Common Stock	08/15/2008		S[(1)]	15,000	D	$ 20.56 [(4)]	288,210	D	
Common Stock							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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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	$ 3.9	08/13/2008		M			15,000	[(5)]	03/01/2013	Common Stock	15,000
Employee Stock Option (right to buy)	$ 3.9	08/14/2008		M			15,000	[(5)]	03/01/2013	Common Stock	15,000
Employee Stock Option (right to buy)	$ 3.9	08/15/2008		M			15,000	[(5)]	03/01/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Chief Executive Officer	

MOGLIA JOSEPH H
4211 SOUTH 102ND ST.
OMAHA, NE 68127

Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H. Moglia	08/15/2008
**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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2008.

(2) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $19.88 to $20.32. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(3) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $ 20.00 to $20.48. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(4) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from $20.36 to $20.82. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares and prices at which transactions were effected.

(5) The option vested daily from the date of grant over 731 days.

Remarks:

Exhibit 24: Power of Attorney

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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