

TD AMERITRADE HOLDING CORP

Form 4

August 26, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Engel Bryce

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)  
08/22/2008

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

Chief Brokerage 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)  
\_\_\_\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/22/2008                              |                                                             | M                                    | 20,230                                                              | A \$ 3.99                                                                                                          | 28,500                                                               | D                                                                 |
| Common<br>Stock                       | 08/22/2008                              |                                                             | S                                    | 20,230                                                              | D \$<br>(1) 20.38                                                                                                  | 8,270                                                                | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 18,291                                                               | I By 401(k)<br>plan                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 3,147                                                                | I By wife                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    | 140                                                                  | I By son                                                          |

# Edgar Filing: TD AMERITRADE HOLDING CORP - Form 4

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

**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.**

SEC 1474  
(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 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)       | \$ 3.99                                                | 08/22/2008                           |                                                    | M                              | 20,230                                                                                  | <u>(2)</u> 01/22/2013                                    | Common Stock 20,230                                           |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships                                      |
|--------------------------------------------------------|----------------------------------------------------|
| Engel Bryce<br>4211 SOUTH 102ND ST.<br>OMAHA, NE 68127 | Director 10% Owner Officer Chief Brokerage Officer |

## Signatures

/s/ Bryce Engel 08/26/2008  
 \*\*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).

This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions

(1) reported on this line ranged from \$20.30 to \$20.50. 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.

(2) The option vested equally over a four-year period on the anniversary of the grant.

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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