#### TD AMERITRADE HOLDING CORP

Form 4

January 31, 2013

### FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

RICKETTS J PETER Sy					RA	Ticker or T		_	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 4211 SOUT	(First) (I		3. Date of Earliest Transaction (Month/Day/Year) 01/29/2013						_X_ Director 10% Owner Officer (give title Other (specify below) below)			
OMANA I	(Street)		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				
OMAHA, I		(T)							Person		r8	
(City)	(State)	(Zip)	Tabl	le I - No	n-D	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/Da	Date, if	Oate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)  (A) or				of (D)	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)	
Common Stock	01/24/2013			G		54,800	D	\$ 0	572,371	D		
Common Stock	01/29/2013			G	V	2,775	D	\$ 0	569,596	D		
Common Stock	01/29/2013			S		28,167	D	\$ 19.52 (1)	541,429	D		
Common Stock	01/30/2013			S		17,833	D	\$ 19.28 (2)	523,596	D		

4,500

Ι

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Common Stock			Joint with his spouse
Common Stock	115,197	I	By his children
Common Stock	70,896	I	By annuity trusts (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)

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivativ Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ection 8)	5. inNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Other				
RICKETTS J PETER							
4211 SOUTH 102ND STREET	X						
OMAHA NF 68127							

## **Signatures**

/s/ Brenna O'Connor as attorney-in-fact for J. Peter Ricketts

01/31/2013

\*\*Signature of Reporting Person

Date

Reporting Owners 2

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### **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 \$19.50 to \$19.60. 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.
  - This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions
- (2) reported on this line ranged from \$19.20 to \$19.34. 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) 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.

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.