

TD AMERITRADE HOLDING CORP

Form 4

September 22, 2009

**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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2005  
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response... 0.5

(Print or Type Responses)

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

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)  
09/18/2009

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

OMAHA, NE 68127

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
Common Stock	09/18/2009		M	9,000	A \$ 3.9	597,210	D
Common Stock	09/18/2009		S <sup>(1)</sup>	9,000	D \$ 19.56 (2)	588,210	D
Common Stock	09/21/2009		M	9,000	A \$ 3.9	597,210	D
Common Stock	09/21/2009		S <sup>(1)</sup>	9,000	D \$ 19.56 (3)	588,210	D
	09/22/2009		M	9,000	A \$ 3.9	597,210	D

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Common  
Stock

Common Stock	09/22/2009	S <sup>(1)</sup>	9,000	D	\$ 19.71 <sup>(4)</sup>	588,210	D
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Common Stock						6,683	I	By 401k account
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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)		8 D S (1	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.9	09/18/2009		M		9,000		<u>(5)</u>	03/01/2013	Common Stock	9,000
Employee Stock Option (right to buy)	\$ 3.9	09/21/2009		M		9,000		<u>(5)</u>	03/01/2013	Common Stock	9,000
Employee Stock Option (right to buy)	\$ 3.9	09/22/2009		M		9,000		<u>(5)</u>	03/01/2013	Common Stock	9,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
MOGLIA JOSEPH H 4211 SOUTH 102ND ST. OMAHA, NE 68127	X

## Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H.  
Moglia

09/22/2009

\_\_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.

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 \$19.25 to \$19.70. 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

(3) reported on this line ranged from \$19.40 to \$19.68. 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

(4) reported on this line ranged from \$19.59 to \$19.94. 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.

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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