

TD AMERITRADE HOLDING CORP

Form 4

December 17, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICKETTS J PETER

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 STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2010

☒ 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/15/2010		J ⁽¹⁾		40,844	D	\$ 0	196,000	I	By annuity trust ⁽²⁾
Common Stock	12/15/2010		J ⁽¹⁾		40,844	A	\$ 0	490,267	D	
Common Stock	12/15/2010		J ⁽³⁾		25,647	D	\$ 0	170,353	I	By annuity trust ⁽²⁾
Common Stock	12/15/2010		J ⁽³⁾		25,647	A	\$ 0	87,048	I	By his children ⁽⁴⁾
Common Stock								876,865	I	By annuity trust ⁽⁵⁾

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

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ J. Peter
Ricketts 12/17/2010
 **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) Transfer of shares, for no consideration, to Mr. Ricketts from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary.
- (2) Shares are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- (3) Transfer of shares, for no consideration, from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary to a trust created for Mr. Ricketts' children.
- (4) Shares are held by trusts created for Mr. Ricketts' children.
- (5) Shares are held by the Marlene M. Ricketts 2004-2 Qualified Annuity Trust, for which Mr. Ricketts is co-trustee and his mother is the grantor and a beneficiary.

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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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