

TD AMERITRADE HOLDING CORP

Form 4

January 13, 2011

**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 \*  
**KOPLow ELLEN L S**

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)  
10/25/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP, General Counsel

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 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	10/25/2010		F		3,528	D	\$ 16.75	88,877	D	
Common Stock	12/15/2010		A		45	A	\$ 0	88,922	D	
Common Stock	01/11/2011		M		23,800	A	\$ 4.25	112,722	D	
Common Stock	01/11/2011		S <sup>(1)</sup>		23,800	D	\$ 20.02 <sup>(2)</sup>	88,922	D	
Common Stock	01/12/2011		M		88,555	A	\$ 4.25	177,477	D	

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Common Stock	01/12/2011	S <sup>(1)</sup>	88,555	D	\$ 20.03 <sup>(3)</sup>	88,922	D	
Common Stock						13,220	I	By 401(k) plan

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)	\$ 4.25	01/11/2011		M		23,800		<u>(4)</u>	10/23/2011	Common Stock	23,800
Employee Stock Option (right to buy)	\$ 4.25	01/12/2011		M		88,555		<u>(4)</u>	10/23/2011	Common Stock	88,555

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
KOPLow ELLEN L S 4211 SOUTH 102ND ST. OMAHA, NE 68127	Executive VP, General Counsel

## Signatures

/s/ Ellen L.S.  
Koplow

01/13/2011

\_\_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) This sale was effected under a Rule 10b5-1 trading plan adopted by the reporting person on September 8, 2010.

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 \$20.00 to \$20.07. 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 \$20.00 to \$20.09. 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) The option vested annually from the date of grant over four years.

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.