

TD AMERITRADE HOLDING CORP

Form 3

March 17, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

J. Joe Ricketts 1996 Dynasty Trust

(Last) (First) (Middle)

C/O J. JOE RICKETTS, TD AMERITRADE, 4211 S. 102ND ST.

(Street)

OMAHA, NE 68127

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
09/09/2002

3. Issuer Name and Ticker or Trading Symbol

TD AMERITRADE HOLDING CORP [AMTD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

8,186,688

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D A

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

J. Joe Ricketts 1996 Dynasty Trust  
C/O J. JOE RICKETTS, TD AMERITRADE  
4211 S. 102ND ST.  
OMAHA, NE 68127

^ ^ X ^ ^

## Signatures

/s/ Laura M. Ricketts,  
trustee

03/17/2006

\*\*Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

The Dynasty Trust is a party to a stockholders agreement dated June 22, 2005 by and among the M. Ricketts, The Toronto-Dominion Bank and the other parties thereto (the "TD Stockholders Agreement" of TD Waterhouse Group, Inc. by the issuer in January 2006, the Dynasty Trust was a party to a dated April 6, 2002 by and among the Dynasty Trust, J. Joe Ricketts, Marlene M. Ricketts and the Stockholders Agreement"). The Datek Stockholders Agreement became effective on September 9, 2002. The TD Stockholders Agreement are members of a Section 13(d) "group" (the "TD Group"), and all to the Datek Stockholders Agreement were members of a Section 13(d) "group" (the "Datek Group") of TD Waterhouse Group, Inc. by the issuer. As such, the Dynasty Trust may be deemed to be of shares of the issuer's Common Stock held by the TD Group and, prior to the acquisition of the Dynasty Trust may have been deemed to be beneficially own the aggregate number of shares of the Datek Group. The Dynasty Trust disclaims beneficial ownership of any shares of the issuer's of either the TD Group or the Datek Group.

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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