

TD AMERITRADE HOLDING CORP  
Form 4  
February 29, 2008

**FORM 4**

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2008

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

4211 SOUTH 102ND STREET

(Street)

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

OMAHA, NE 68127

(City) (State) (Zip)

**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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/28/2008		J(1)		275 D \$ 0	536,006	D
Common Stock	02/28/2008		J(1)		1,000 D \$ 0	535,006	D
Common Stock	02/28/2008		J(1)		525 D \$ 0	534,481	D
Common Stock	02/28/2008		J(1)		1,000 D \$ 0	533,481	D
Common Stock	02/28/2008		J(1)		1,000 D \$ 0	532,481	D

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Common Stock	02/28/2008	J <sup>(1)</sup>	525	D	\$ 0	531,956	D	
Common Stock	02/28/2008	J <sup>(1)</sup>	1,050	D	\$ 0	530,906	D	
Common Stock	02/28/2008	J <sup>(1)</sup>	525	D	\$ 0	530,381	D	
Common Stock	02/28/2008	J <sup>(1)</sup>	525	D	\$ 0	529,856	D	
Common Stock						250,000	I	By annuity trust <sup>(2)</sup>
Common Stock						43,550	I	By his children <sup>(3)</sup>
Common Stock						1,508,303	I	By annuity trust <sup>(4)</sup>

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...
				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

02/29/2008

\_\_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, as a charitable donation.
- (2) Shares are held by an annuity trust, for which Mr. Ricketts is the grantor and a beneficiary.
- (3) Shares are held by trusts created for Mr. Ricketts' children.
- (4) 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.

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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