

TD BANKNORTH INC.
Form 3/A
July 18, 2005

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 *
Â TORONTO DOMINION BANK

(Last) (First) (Middle)

TD TOWER 12TH FLOOR 55 KING STREET WEST,Â P O BOX 1

(Street)

TORONTO ONTARIO,Â A6Â

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/01/2005

3. Issuer Name and Ticker or Trading Symbol
TD BANKNORTH INC. [BNK]

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)
03/03/2005

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)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	96,105,364 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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.

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	(Instr. 4) Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TORONTO DOMINION BANK TD TOWER 12TH FLOOR 55 KING STREET WEST P O BOX 1 TORONTO ONTARIO, A6A6	Â	Â X	Â	Â

Signatures

Christopher A. Montague, Executive Vice President and General Counsel

07/18/2005

__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).

(1) This amended Form 3 reflects a downward adjustment of 661 shares to the number of shares of TD Banknorth, Inc. ("TD Banknorth") common stock owned by The Toronto-Dominion Bank ("TD") from that reported on the amended Form 3 filed on March 9, 2005. The number of outstanding shares of TD Banknorth common stock on which the issuance of shares to TD on March 1, 2005 was based (in connection with the closing of the acquisition by TD of 51% of TD Banknorth on that date), should not have included 1,297 shares of common stock of Banknorth Group, Inc. the predecessor to TD Banknorth, that TD Banknorth subsequently determined were not outstanding as of March 1, 2005.

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.