

TD AMERITRADE HOLDING CORP  
Form 4  
April 28, 2006

**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 \*  
**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)  
**04/26/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Exec. 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)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 04/26/2006                           |  | M                              |   | 250,000   | A  | 11                                |
| Common Stock                    |                                      |  |                                |   | 19,453  | I  | See Footnote (2)                  |
| Common Stock                    | 04/26/2006                           |  | F                              |   | \$ 132,749  | D  | 19.15                             |
| Common Stock                    | 04/26/2006                           |  | S                              |   | \$ 117,251  | D  | 19.15                             |
| Common Stock                    |                                      |  |                                |   | 19,453  | I  | See Footnote                      |

(2)

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.**

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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) |              |                        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares   |
| Employee Stock Option (right to buy)       | \$ 4.25 <sup>(3)</sup>                                 | 04/26/2006                           |  | M                              | 20,911 <sup>(3)</sup>   | 10/24/2005 10/24/2011                                    |   | Common Stock | 20,911 <sup>(3)</sup>  |
| Employee Stock Option (right to buy)       | \$ 3.51 <sup>(3)</sup>                                 | 04/26/2006                           |  | M                              | 19,654 <sup>(3)</sup>   | 10/31/2005 10/31/2012                                    |   | Common Stock | 19,654 <sup>(3)</sup>  |
| Employee Stock Option (right to buy)       | \$ 3.99 <sup>(3)</sup>                                 | 04/26/2006                           |  | M                              | 209,435 <sup>(3)</sup>  | 01/22/2006 01/22/2013                                    |   | Common Stock | 209,435 <sup>(3)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships   |
|---|---|
| KOPLow ELLEN L S<br>4211 SOUTH 102ND ST.<br>OMAHA, NE 68127 | Director 10% Owner Officer<br>Exec. VP, General Counsel |

## Signatures

/s/ Ellen L.S.  
Koplow

04/28/2006

\_\_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) 20,911 shares at an exercise price of \$4.25/share, 19,654 shares at an exercise price of \$3.51/share and 209,435 shares at an exercise price of \$3.99/share.
  - (2) 12,790 through 401(k) account and 6,663 under TD AMERITRADE's executive deferred compensation program.
  - (3) Reflects the adjustment made in connection with the \$6.00 per share special dividend made in connection with the closing of the acquisition of TD Waterhouse Group, Inc. on January 24, 2006 by the Issuer.

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.