

TD AMERITRADE HOLDING CORP
 Form 4
 August 15, 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 *
MOGLIA JOSEPH H

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)
 08/13/2008

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/13/2008 | | M | 15,000 | A \$ 3.9 | 303,210 | D |
| Common Stock | 08/13/2008 | | S ⁽¹⁾ | 15,000 | D \$ 20.09 | 288,210 | D |
| Common Stock | 08/14/2008 | | M | 15,000 | A \$ 3.9 | 303,210 | D |
| Common Stock | 08/14/2008 | | S ⁽¹⁾ | 15,000 | D \$ 20.3 | 288,210 | D |
| Common Stock | 08/15/2008 | | M | 15,000 | A \$ 3.9 | 303,210 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|--------------------|---------|---|-------------------|
| Common Stock | 08/15/2008 | | S ⁽¹⁾ | 15,000 | D | \$ 20.56 (4) | 288,210 | D | |
| Common Stock | | | | | | | 6,683 | I | By 401(k) account |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 3.9 | 08/13/2008 | | M | 15,000 | (5) 03/01/2013 | Common Stock | 15,000 | |
| Employee Stock Option (right to buy) | \$ 3.9 | 08/14/2008 | | M | 15,000 | (5) 03/01/2013 | Common Stock | 15,000 | |
| Employee Stock Option (right to buy) | \$ 3.9 | 08/15/2008 | | M | 15,000 | (5) 03/01/2013 | Common Stock | 15,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chief Executive Officer | |

MOGLIA JOSEPH H
4211 SOUTH 102ND ST.
OMAHA, NE 68127

Signatures

/s/ Graham Fowler, as attorney-in-fact for Joseph H.
Moglia

08/15/2008

**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) The sales reported in this Form 4 were effected under a Rule 10b5-1 trading plan adopted by the reporting person on August 13, 2008.
This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$19.88 to \$20.32. 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.
 - (2) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$ 20.00 to \$20.48. 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.
 - (3) This price represents the weighted average sales price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$20.36 to \$20.82. 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 daily from the date of grant over 731 days.
 - (5)

Remarks:

Exhibit 24: Power of Attorney

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.