

TD AMERITRADE HOLDING CORP  
 Form 4  
 April 19, 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 \*  
**RICKETTS MARLENE M**

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 STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/17/2006**

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 04/17/2006                           |  | P <sup>(1)</sup>               | 1,551,515 A \$ 20.625   | 71,336,743 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 04/18/2006                           |  | J <sup>(3)</sup>               | 98,718 A <sup>(3)</sup>   | 71,435,461  | D  |   |
| Common Stock                    |                                      |  |                                |   | 8,186,112   | I  | By Dynasty Trust                                      |
| Common Stock                    |                                      |  |                                |   | 6,446,342 <sup>(4)</sup>  | I  | By Spouse   |
| Common Stock                    |                                      |  |                                |   | 8,186,688   | I  | By Spouse's   |

Dynasty Trust

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

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**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. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| RICKETTS MARLENE M<br>4211 SOUTH 102ND STREET<br>OMAHA, NE 68127 |               | X         |         |       |

## Signatures

/s/ J. Peter Ricketts as attorney-in-fact for Marlene M. Ricketts  
Date: 04/19/2006

\_\_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) Purchase of shares, for estate planning purposes, from the Marlene M. Ricketts 2003-1 Qualified Annuity Trust by Mrs. Ricketts, its grantor and beneficiary.
- (2) Includes shares jointly owned by Mrs. Ricketts and her spouse.
- (3) Transfer of shares, for no consideration, from the rescinded Marlene M. Ricketts 2003-1 Qualified Annuity Trust to Mrs. Ricketts, its grantor and beneficiary.

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(4) Does not include shares jointly owned by Mrs. Ricketts and her spouse, which shares are included in Mrs. Ricketts' direct holdings total.

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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