TD AMERITRADE HOLDING CORP

Form 4 May 19, 2008

FORM 4

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

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 *

Tomczyk Fredric J

(Last) (First) (Middle)

4211 SOUTH 102ND ST.

(Street)

OMAHA, NE 68127

2. Issuer Name and Ticker or Trading

Symbol

TD AMERITRADE HOLDING CORP [AMTD]

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify X_ Officer (give title

> below) Chief Operating Officer

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

(A)

5. Amount of Securities Owned

Beneficially Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (T)

7. Nature of Indirect Ownership (Instr. 4)

(Instr. 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5		D)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Employee Stock Option (right to buy)	\$ 18.21	05/15/2008		A		1,150,000		<u>(1)</u>	05/15/2018	Common Stock	1,150

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Tomczyk Fredric J

4211 SOUTH 102ND ST. Chief Operating Officer OMAHA, NE 68127

Signatures

/s/ Fredric J. 05/19/2008 Tomczyk

**Signature of Date
Reporting Person

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 option vests in four equal annual installments beginning on October 1, 2009.

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.

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