

TD AMERITRADE HOLDING CORP  
Form 4  
August 28, 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)  
08/26/2008

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

OMAHA, NE 68127

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

(City) (State) (Zip)

**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	08/26/2008		M		9,000	A	\$ 3.9
							297,210
Common Stock	08/26/2008		S <sup>(1)</sup>		9,000	D	\$ 19.54
							288,210
							(2)
Common Stock	08/27/2008		M		15,000	A	\$ 3.9
							303,210
Common Stock	08/27/2008		S <sup>(1)</sup>		15,000	D	\$ 19.89
							288,210
							(3)
	08/28/2008		M		15,000	A	\$ 3.9
							303,210

Common  
Stock

Common Stock	08/28/2008		<u>S</u> <sup>(1)</sup>	15,000	D	\$ 20.33 <u>(4)</u>	288,210	D
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Common Stock							6,683	I	By 401(k) account
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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 or Number of Shares
Employee Stock Option (right to buy)	\$ 3.9	08/26/2008		M	9,000	<u>(5)</u> 03/01/2013	Common Stock 9,000
Employee Stock Option (right to buy)	\$ 3.9	08/27/2008		M	15,000	<u>(5)</u> 03/01/2013	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 3.9	08/28/2008		M	15,000	<u>(5)</u> 03/01/2013	Common Stock 15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

