Sosnoff Tom
Form 4
June 15, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sosnoff Tom

(Last) (First) (Middle)

600 WEST CHICAGO AVENUE, SUITE 100

(Street)

CHICAGO, IL 60610

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
THINKORSWIM GROUP INC. [SWIM]

3. Date of Earliest Transaction (Month/Day/Year)
06/11/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	06/11/2009		D		4,524,553 (3) (4)	D	(3) (4)	0	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 15.69	06/11/2009		D			228,891	(1)(5)	02/14/2017	Common Stock	228,891
Stock Option	$ 23.535	06/11/2009		D			228,891	(1)(5)	02/14/2017	Common stock	228,891
Stock Option	$ 13.72	06/11/2009		D			35,000	(2)(5)	01/17/2018	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sosnoff Tom 600 WEST CHICAGO AVENUE SUITE 100 CHICAGO, IL 60610	X			

Signatures

/s/ Tom Sosnoff	06/11/2009
**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) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 02/15/07.

(2) Options were exercisable in four equal installments beginning one year from date of grant. Date of grant was 01/18/08.

(3) Disposed of pursuant to the terms of the Agreement and Plan of Merger dated as of January 8, 2009 (the "Merger Agreement"), by and among TD AMERITRADE Holding Corporation, a Delaware corporation ("TD AMERITRADE"), Tango Acquisition Corporation One, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, Tango Acquisition Corporation Two, a Delaware corporation and a direct, wholly-owned subsidiary of TD AMERITRADE, and the Issuer. Shares of Common Stock of the Issuer held outright (i.e., not subject to restrictions or which does not cease to be subject to restrictions as of the closing of the transactions contemplated by the Merger Agreement) shall be cancelled in exchange for $3.34 in cash, without interest and less any applicable withholding, and 0.3980 of a share of TD AMERITRADE common stock, which had a volume-weighted exercise price on the day prior to the date of closing equal to $17.99.

(4) Shares of Common Stock of the Issuer that continue to be subject to restrictions immediately following the closing of the transactions contemplated by the Merger Agreement were assumed by TD AMERITRADE pursuant to the Merger Agreement and will be settled in shares of common stock of TD AMERITRADE upon vesting. The reporting person has 4,513,333 shares of Common Stock of the Issuer that will remain subject to restrictions following the closing of the transactions contemplated by the Merger Agreement and which were thus assumed by TD AMERITRADE.

(5) Pursuant to the terms of the offer to exchange, filed as an exhibit to a Schedule TO on April 17, 2009, as amended (the "Offer to Exchange"), the reporting person elected to tender all options with an exercise price equal to or greater than $10.50, the threshold exercise price, as described in the Offer to Exchange. As described in the Offer to Exchange, the conversion ratios of options tendered to restricted stock units were as follows: Exercise Price Option to RSU Exchange Ratio: $9.00 -to- $10.852.0 -to- 1 $12.92 -to- $14.73 2.4 -to- 1 $15.69 -to- $16.92 2.7 -to- 1 $23.54 3.7 -to- 1 $25.45 -to- $38.95 10.0 -to- 1All outstanding options and/or RSUs were then assumed by TD AMERITRADE pursuant to the Merger Agreement.

(6) Per Instruction 4 (c)(iii), this column is to be left blank.

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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