

TD AMERITRADE HOLDING CORP  
 Form 4/A  
 December 09, 2011

**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 J PETER**

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**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/27/2011**

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

(Street)  
**OMAHA, NE 68127**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**10/28/2011**

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/27/2011		J <sup>(1)</sup>		99,435	A	\$ 0	766,813 D
Common Stock	10/27/2011		J <sup>(2)</sup>		12,845	A	\$ 0	105,293 I By his children <sup>(3)</sup>
Common Stock	10/27/2011		J <sup>(1)(2)</sup>		112,280	D	\$ 0	58,073 I By annuity trust <sup>(4)</sup>
Common Stock	10/27/2011		J <sup>(5)</sup>		12,900	D	\$ 0	753,913 D
	10/28/2011		J <sup>(5)</sup>		600	D	\$ 0	753,313 D

Common  
Stock

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICKETTS J PETER 4211 SOUTH 102ND STREET OMAHA, NE 68127		X		

## Signatures

/s/ J. Peter  
Ricketts 12/09/2011  
 \*\*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) Transfer of shares, for no consideration, to Mr. Ricketts from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary.
  - (2) Transfer of shares, for no consideration, to a trust created for Mr. Ricketts' children from an annuity trust for which Mr. Ricketts is the grantor and a beneficiary.
  - (3) Shares are held by trusts created for Mr. Ricketts' children.

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- (4) Shares are held by annuity trusts, for which Mr. Ricketts is the grantor and a beneficiary.
- (5) Transfer of shares, for no consideration, as a charitable donation.

### **Remarks:**

The original Form 4 filed on October 28, 2011 (the "Original Form 4") erroneously reported the transfer of 600 shares of common stock, for no consideration, to trusts created for Mr. Ricketts' children from Mr. Ricketts. This amendment to the Original Form 4 reports the correct transfer on October 28, 2011 from Mr. Ricketts of 600 shares of common stock, for no consideration, as a donation, and not to the trusts. The number of securities beneficially owned indirectly by Mr. Ricketts with respect to such trusts in Form 4s filed after the Original Form 4, but prior to this Form 4, should similarly be 105,293.

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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